

Scrutinizer's Consolidated Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies
(Management and Administration) Rules, 2014]

To
The Chairman of 32nd Annual General Meeting of
APL Apollo Tubes Limited
37, Hargobind Enclave, Vikas Marg,
Delhi-110092

Pursuant to Notice dated 20th May, 2017, 32nd Annual General Meeting of the company was held on 29th September, 2017 for conducting nine items of business of the Agenda.

I am appointed as a Scrutinizer for the purpose of voting with respect to the said items through remote e-voting and by ballot papers taken at the said Meeting.

I submit my report as under:

On voting by ballot papers

1. Before the start of voting by ballot at the AGM, one ballot box kept for votes by ballot papers was locked in my presence with due identification mark.
2. The locked ballot box was subsequently opened in the presence of two persons as witnesses and ballot papers were diligently scrutinized in my presence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The votes cast at the meeting by the said ballot papers were then counted "assent" and "dissent".

On voting by remote e-voting

4. Thereafter, the votes cast through remote e-voting were unblocked in the presence of two witnesses not being in the employment of the company, and counted "assent" and "dissent".

On Consolidation

5. On the basis of count of votes cast through remote e-voting and by ballot papers, **consolidated result** of voting "assent" and "dissent" on the said nine items of business is as follows:-



Item no. 1 (Ordinary Resolution)

Adoption of Audited Financial Statements (Standalone & Consolidated) of the company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4093057	-	4093057	20
Ballot Paper	8104120	-	8104120	35
Total	12197177	-	12197177	55
%age of total votes cast	100.00	-	100.00	

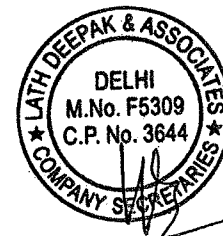
The abovesaid ordinary resolution was passed with requisite majority.

Item no. 2 (Ordinary Resolution)

Declaration of dividend on the equity shares of the company for the financial year 2016-17.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid ordinary resolution was passed with requisite majority.



Item no. 3 (Ordinary Resolution)

Re-appointment of Shri Romi Sehgal (DIN: 03320454) as a Director, who retires by rotation.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid ordinary resolution was passed with requisite majority.

Item no. 4 (Ordinary Resolution)

Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram as the Statutory Auditors of the Company and fixation of their remuneration payable.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid ordinary resolution was passed with requisite majority.



Item no. 5 (Ordinary Resolution)

Approval for appointment of Shri Sharad Mahendra (DIN: 02100401) as Director of the company

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid ordinary resolution was passed with requisite majority.

Item no. 6 (Ordinary Resolution)

Approval for appointment of Shri Virendra Singh Jain (DIN: 00253196) as Independent Director of the company

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid Ordinary resolution was passed with requisite majority.



Item no. 7 (Ordinary Resolution)

Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for the Financial Year 2016-17

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid Ordinary resolution was passed with requisite majority.

Item no. 8 (Special Resolution)

Reappointment of Shri Sanjay Gupta, as Chairman (under Whole Time Director category) of the Company for a period of five years with effect from 1st April 2017 on the terms of remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid Special resolution was passed with requisite majority.



Item no. 9 (Special Resolution)

Reappointment of Shri Ashok Kumar Gupta, as Managing Director category of the Company for a period of three years with effect from 1st May 2017 on the terms of remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013.

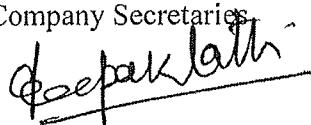
Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4106735	-	4106735	22
Ballot Paper	8104120	-	8104120	35
Total	12210855	-	12210855	57
%age of total votes cast	100.00	-	100.00	

The abovesaid Special resolution was passed with requisite majority.

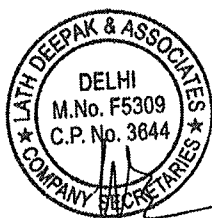
I did not find any ballot paper invalid.

Ballot Paper Register alongwith ballot papers and other records have been given to the Company Secretary of the company.

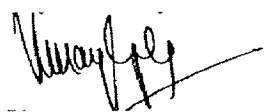
Yours faithfully,
For Lath Deepak & Associates
Company Secretaries



(Deepak Kumar Lath)
FCS No.5309
C.P No. 3644



Countersigned



(Vinay Gupta)
Director
DIN: 00005149

Date: 29th September, 2017
Place: Delhi