



APOLLO PIPES LIMITED
CIN: L65999DL1985PLC022723
Regd. Office: 37 Hargobind Enclave, Vikas Marg, Delhi-110092
Corp. Office: Plot No. A-140, Sector-136, Noida, U.P.-201301,
Tel.: 91-11-44457164/91-120-6587777
Website: www.apollopipes.com email: compliance@apollopipes.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Apollo Pipes Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars issued by the MCA, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

Pursuant to MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company will send the Postal Ballot Notice along with explanatory statement only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 28, 2026.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company has appointed Mr. Jatin Gupta, Practising Company Secretary (Membership No.: FCS 5651; COP No.: 5236), to act as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had communicated his willingness to be appointed for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of Central Depository Services (India) Limited

(‘CDSL’) to provide remote e-voting facility to the Members of the Company. The instructions for remote e-Voting are appended to this Notice.

Remote e-voting period shall commence on **Tuesday, September 01, 2026 (10:00 A.M. IST)** and end on **Wednesday, September 30, 2026 (5.00 P.M. IST)** (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting.

Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Friday, August 28, 2026 (“Cut-off date”)**. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.

SPECIAL BUSINESS:

ITEM NO. 1: TO INCREASE AUTHORISED SHARE CAPITAL AND TO MAKE ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (“the Act”) as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the authorised capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional equity share capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following:

“V. The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Sixty Crores Only) divided into 6,00,00,000 (Six Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. ”

RESOLVED FURTHER THAT the Board of Directors or any Committee or Company Secretary thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

ITEM NO. 2: PREFERENTIAL ISSUE OF FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, each as amended, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreements entered into by the Company with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) (collectively, the **“Stock Exchanges”**), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**“SEBI SAST Regulations”**), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent applicable, and all other applicable rules, regulations, circulars, notifications, guidelines and clarifications issued by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Stock Exchanges and/or any other statutory or regulatory authority from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee of the Board duly constituted or authorised to exercise its powers including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential basis, for cash, up to **31,00,000 Fully Convertible Warrants (“Warrants”)**, each carrying a right exercisable by the Warrant holder to subscribe to **one (1) fully paid-up Equity Share of face value ₹10/- (Rupees Ten only) each** of the Company for every Warrant held, to the persons belonging to the **Non-Promoter Category**, at an issue price of **₹610/- (Rupees Six Hundred Ten only) per Warrant (“Warrant Issue Price”)**, being a price not less than the minimum price determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, aggregating up to ₹189,10,00,000/- (Rupees One Hundred Eighty Nine Crore Ten Lakh Only), on such terms and conditions as prescribed under the SEBI ICDR Regulations and other applicable laws, to the following persons (**“Proposed Allottees”**):

S. No.	Name of the Proposed Allottee	Category	Maximum no. of Convertible Warrants to be allotted
1.	AGDG Enterprises LLP	Non-Promoter	12,00,000
2.	Rachita Gupta	Non-Promoter	8,00,000
3.	Gaurav Arora	Non-Promoter	3,00,000
4.	Rohit D Gupta	Non-Promoter	2,00,000
5.	Anshvardhan Modi	Non-Promoter	2,00,000
6.	Poonam Krishna Patel	Non-Promoter	2,00,000
7.	Ekta Tayal	Non-Promoter	1,00,000
8.	Sukumar Srinivas	Non-Promoter	1,00,000
Total:			31,00,000

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the Floor Price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants, as per ICDR Regulations and other applicable laws is August 31, 2026, being the date 30 (thirty) days prior

to the last date for remote e-Voting for postal ballot (date on which this resolution, if approved by the Members through Postal Ballot, will be deemed to have been passed) i.e. September 30, 2026, and the Floor Price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the ICDR Regulations is Rs. 610/- (Rupees Six Hundred Ten only).

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The Proposed Allottee shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- b) The Warrant Holders shall be entitled to exercise their option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant issue Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders;
- c) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- d) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- e) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder;
- f) The Warrants shall be allotted by the Company to the Proposed Allottee(s) in dematerialized form within a period of 15 (fifteen) days from the date of receipt of Members' approval, Provided that, where the issue and allotment of the said Warrants is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited and/or SEBI or the Government of India), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
- g) The Equity Shares arising from the exercise of Warrants will shall be listed on the Stock Exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;

- i) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
- j) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- k) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee(s) through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving such regulatory approvals, as may be applicable with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Sub-Committee of the Board of Directors and/or the Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/ Sub-Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts

and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**By Order of the Board of Directors
For Apollo Pipes Limited**

Place: Noida

Date: 31.08.2026

**Sd/-
Gourab Kumar Nayak
Company Secretary
(M. No. ACS- A44847)**

NOTES FOR MEMBER’S ATTENTION:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolution is annexed hereto.
2. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self- attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the notice of Postal Ballot by email to compliance@apollopipes.com Members holding shares in demat form can update their email address with their Depository Participants.
3. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of Postal Ballot and thereafter shall be disabled from the records of the RTA immediately after the closure of e-voting period. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
4. Members may note that this Notice will also be available on Company’s website (www.apollopipes.com), Stock Exchanges’ website (www.bseindia.com and www.nseindia.com) and Central Depository Services (India) Limited (‘CDSL’)’s website (www.evotingindia.com).
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL.
6. Results of Postal Ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than 2 working days from the conclusion of the e-voting at the Corporate Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) where the shares of the Company

are presently listed. Additionally, the results will also be displayed on the Company's website viz. www.apollopipes.com and on website of CDSL viz. www.evotingindia.com.

7. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, September 30, 2026.
8. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
9. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
10. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. Wednesday, September 30, 2026. Any member seeking to inspect can send an e-mail to the Company at compliance@apollopipes.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.
11. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is **M/s BEETAL Financial & Computer Services Pvt Ltd**. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s Beetal Financial & Computer Services Pvt Ltd.
Add.: Beetal House, 3rd Floor,
99, Madangir, Behind LSC, New Delhi – 110062
Tel: +91-11-29961281
Email: beetalrta@gmail.com

12. Important Communications & Awareness Material for Shareholders:

a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.

b) Members may please note that SEBI vide its Circular dated 25 January 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents,

the format(s) of which is available on the Company's website at <https://www.apollopipes.com/forms-investor-service-request#investor>

c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at <https://www.apollopipes.com/forms-investor-service-request#investor>.

Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI (scores.sebi.gov.in). Web-link to access the said portal is <https://smartodr.in>. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at <https://www.apollopipes.com/forms-investor-service-request#investor>.

12. Instructions for remote e-voting are as below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, September 01, 2026 (10:00 A.M. IST)** and end on **Wednesday, September 30, 2026 (5.00 P.M. IST)** (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, August 28, 2026 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@apollopipes.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore) comprising of 5,00,00,000 (Five croreOnly) Equity Shares of Rs.10/- each and Paid-up Share Capital of the Company is Rs. 4,40,482,060/- (Rupees Forty Four Crore Four Lakhs Eighty Two Thousand Sixty only) comprising of 4,40,48,206 (Four Crore Forty Lakh Forty Eight Thousand Two hundred six) Equity Shares of Rs. 10/- each.

The Board of Directors vide its resolution dated August 31, 2026 has proposed to increase the authorized share capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional equity share capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity shares of the Company as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company. The Board, therefore, seeks approval of the shareholders for the same.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their respective relatives, are in any way concerned or interested, financially or otherwise in resolution set out at Item No. 1.

Item No. 2

The Board of Directors, at its meeting held on August 31, 2026, approved the Company's strategic plan to enter into the tiles and ceramics business and allied activities through a proposed subsidiary(ies), with an investment of up to ₹300 crore. The Company sees significant opportunity in the contract manufacturing segment of the tiles and ceramics industry and, as part of its diversification strategy, proposes to pursue opportunities in this segment through the proposed subsidiary(ies), including through the acquisition of operational and profitable manufacturing businesses engaged in manufacturing of tiles and ceramic products.

As part of the aforesaid plan, the Board of Directors, at the aforesaid meeting, subject to the approval of the shareholders and such other approvals as may be required, has proposed to create, offer, issue and allot up to 31,00,000 (Thirty One Lakh) Fully Convertible Warrants ("**Warrants**"), each carrying a right exercisable by the Warrant Holder to subscribe to 1 (one) fully paid-up Equity Share of the Company having a face value of ₹10/- (Rupees Ten Only) each, for every Warrant held, at an issue price of ₹610/- (Rupees Six Hundred Ten Only) per Warrant ("**Warrant Issue Price**"), being a price not less than the minimum price determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, aggregating up to ₹189,10,00,000/- (Rupees One Hundred Eighty-Nine Crore Ten Lakh Only) ("**Total Issue Size**"), for cash consideration, on a preferential basis, to certain identified persons belonging

to the Non-Promoter Category (“Warrant Holder(s)” / “Proposed Allottee(s)”), subject to the terms and conditions set out herein and in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

The Preferential Issue is proposed pursuant to Sections 42 and 62(1)(c) of the Act and Chapter V of the SEBI ICDR Regulations and accordingly requires approval of the Members by way of a Special Resolution.

The information required under Section 42 and Section 62(1)(c) of the Act, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 and other applicable provisions of the SEBI ICDR Regulations is set out below.

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue (“Issue Proceeds”) towards the following objects:

Investment in and/or funding of the proposed subsidiary(ies) to be incorporated for undertaking the tiles and ceramics business: The principal object of the proposed preferential issue is to raise funds for implementing the Company’s proposed diversification into the tiles and ceramics business and allied activities through investment in and/or funding of a Subsidiary(ies) proposed to be incorporated for undertaking such business, up to ₹189,10,00,000/- (Rupees One Hundred Eighty Nine Crore Ten Lakh Only).

As part of its long-term growth strategy, the Company has been evaluating opportunities to expand its presence into complementary building material categories, with the objective of creating additional growth engines, broadening its product portfolio and progressively establishing the Group as a diversified building materials player. In furtherance of this strategy, the Company proposes to diversify into the tiles and ceramics business through dedicated Subsidiary(ies).

The proposed subsidiary(ies) is/are intended to serve as the principal platform for undertaking, acquiring, developing and expanding the tiles and ceramics business and allied activities. The Company proposes to invest in and/or provide funding to the proposed subsidiary(ies), by way of equity or through such other permissible mode, depending upon the requirements of the business and the timing of suitable acquisition opportunities.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds

As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Rs. In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Investment in and/or funding of the proposed subsidiary(ies) to be incorporated for undertaking the tiles and ceramics business.	189.10	Latest by October 2028
TOTAL		189.10	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note: In terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 dated December 13, 2022, the amount specified for the above mentioned object of issue size may deviate +/- 10% depending upon future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the above mentioned object, in phases, as per the company's business requirements and availability of issue proceeds, latest by October 2028.

If the proceeds are not utilised (in full or in part) for the object stated above during the period stated above due to any such factors, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or invest the Issue Proceeds in government securities, money/debt market instruments as permitted under applicable laws. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Object described above.

II. Monitoring of Utilization of Funds

- In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Issue.
- The monitoring agency shall submit its report to the Company in the format specified in Schedule XI of SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the issue have been

utilized.

- The Board of Directors and the management of the Company shall provide their comments on the findings of the monitoring agency as specified in Schedule XI of SEBI ICDR Regulations.
- The Company shall, within 45 days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchanges.

III. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential Issue of up to 31,00,000 Fully Convertible Warrants ('Warrants') of face value of Rs. 10/- each at issue price of ₹ 610/- each, aggregating up to ₹189,10,00,000/- (Rupees One Hundred Eighty Nine Crore Ten Lakh Only), in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

IV. The intent of the promoters, directors, key managerial personnel or Senior Management of the issuer to subscribe to the offer.

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to the Warrants proposed to be issued or make any contribution as part of the Preferential Issue. The Shareholding Pattern of the issuer before and after the preferential issue.

V. The Shareholding Pattern of the issuer before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue to persons belonging to 'Non- Promoter Category' is likely to be as follows:

Category	Pre-Issue Shareholding Structure (on fully diluted basis, assuming conversion of existing outstanding Warrants)		Warrants to be Allotted	Post-Issue Shareholding (on fully diluted basis, assuming conversion of existing outstanding Warrants and proposed Warrants)	
	No. of Shares	%age*		No. of Shares	%age*
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	21830000	47.41	0	21830000	44.42
(b) Bodies Corporate	2600000	5.65	0	2600000	5.29
Sub Total (A)(1)	24430000	53.05	0	24430000	49.71
(2) Foreign promoters	0	0.00	0	0	0.00
Total Promoter shareholding A=A1 +A2	24430000	53.05	0	24430000	49.71
(B) Public Shareholding					
B1) Institutional Investors	5,075,929	11.02	0	5,075,929	10.33
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00
B3) Non-Institutional Investors					

Individuals	12021995	26.11	1900000	13921995	28.33
Body Corporate	4072460	8.84	1200000	5272460	10.73
Others (Including NRI)	332472	0.72	0	332472	0.68
Total Public Shareholding B=B1+B2+B3	21502856	46.70	0	24602856	50.06
C) Non-Promoter - Non-Public	115350	0.25	0	115350	0.23
Grand Total (A+B+C)	46048206	100	3100000	49148206	100.00

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹49,14,82,060 (Forty Nine Crore Fourteen Lakh Eighty Two Thousand and Sixty) divided into 4,91,48,206 (Four Crore Ninety One Lakh Forty Eight Thousand Two Hundred and Six) Equity Shares of ₹10/- (Rupees Ten Only) each.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, August 28, 2026.
(2) Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2026 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-2027 will not exceed the limit specified in the Act and rules made thereunder.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the Proposed Allottees	Category	Name of ultimate beneficial owners
1.	AGDG Enterprises LLP	Non Promoter	Mr. Deepak Kumar
2.	Rachita Gupta	Non Promoter	Not Applicable
3.	Gaurav Arora	Non Promoter	Not Applicable
4.	Rohit D Gupta	Non Promoter	Not Applicable
5.	Anshvardhan Modi	Non Promoter	Not Applicable

6.	Poonam Krishna Patel	Non Promoter	Not Applicable
7.	Ekta Tayal	Non Promoter	Not Applicable
8.	Sukumar Srinivas	Non Promoter	Not Applicable

IX. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Sr. No.	Name	Pre-issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
		No. of Shares	%		No. of Shares	%*
1.	AGDG Enterprises LLP	0	0	12,00,000	12,00,000	2.44
2.	Rachita Gupta	0	0	8,00,000	8,00,000	1.63
3.	Gaurav Arora	0	0	3,00,000	3,00,000	0.61
4.	Rohit D Gupta	0	0	2,00,000	2,00,000	0.41
5.	Anshvardhan Modi	0	0	2,00,000	2,00,000	0.41
6.	Poonam Krishna Patel	0	0	2,00,000	2,00,000	0.41
7.	Ekta Tayal	0	0	1,00,000	1,00,000	0.20
8.	Sukumar Srinivas	0	0	1,00,000	1,00,000	0.20

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹49,14,82,060 (Forty Nine Crore Fourteen Lakh Eighty Two Thousand and Sixty) divided into 4,91,48,206 (Four Crore Ninety One Lakh Forty Eight Thousand Two Hundred and Six) Equity Shares of ₹10/- (Rupees Ten Only) each.

Note: The post holding may vary depending upon any other corporate action in between.

As a result of the proposed preferential issue of Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

X. Lock-in Period:

- The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XI. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, August 31, 2026, for the purpose of computation of issue price of Warrants.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE') & BSE Limited ('BSE') and are frequently traded on NSE as per the provisions of SEBI ICDR Regulations as on the Relevant Date. The minimum issue price per Warrant was considered higher of the price determined through following methods:

- i. The Equity Shares of the Company are listed on NSE & BSE and are frequently traded on NSE as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to ₹ 609.49/- each.
- ii. The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation report dated August 31, 2026 from Mr. Ankush Garg an Independent Registered Valuer (Registration No.: IBBI/RV/02/2018/10010). The price determined through the valuation report is ₹ 609.49/- per Warrant. The said report is available on the website of the Company at www.apollopipes.com.

Thus, the price of the Warrants to be allotted on preferential basis is ₹ 610/- (Rupees Six Hundred Ten only) each to the proposed allottees, which is higher than above mentioned prices.

XII. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The proposed allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIII. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, disclosures specified in Schedule VI of ICDR Regulations is not applicable.

XIV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of Allottee	Current Status	Post Status
1.	AGDG Enterprises LLP	Non-Promoter	Non-Promoter
2.	Rachita Gupta	Non-Promoter	Non-Promoter
3.	Gaurav Arora	Non-Promoter	Non-Promoter
4.	Rohit D Gupta	Non-Promoter	Non-Promoter
5.	Anshvardhan Modi	Non-Promoter	Non-Promoter
6.	Poonam Krishna Patel	Non-Promoter	Non-Promoter
7.	Ekta Tayal	Non-Promoter	Non-Promoter

8.	Sukumar Srinivas	Non-Promoter	Non-Promoter
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XV. Practicing Company Secretary's Certificate:

The certificate from M/s. Anjali Yadav & Associates (Firm Registration. No. 7257), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members on website of the Company at www.apollopipes.com.

XVI. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

The Board of Directors recommends the resolutions as set out in Item No. 2 of this notice for the issue of Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their respective relatives, are in any way concerned or interested, financially or otherwise in resolution set out at Item No. 2.

**By Order of the Board of Directors
For Apollo Pipes Limited**

**Place: Noida
Date: 31.08.2026**

**Sd/-
Gourab Kumar Nayak
Company Secretary
(M. No. ACS- A44847)**