



## Apollo Pipes Limited

CIN: L65999DL1985PLC022723 | Website: [www.apollopipes.com](http://www.apollopipes.com)

Registered Office: 37, Hargobind Enclave, Vikas Marg, New Delhi-110092

Corporate Office: Plot No. A-140, Sector-136, Noida -201301

Phone: 011-22373437/ 0120-2973411 | E mail ID: [compliance@apollopipes.com](mailto:compliance@apollopipes.com)

### NOTICE

NOTICE is hereby given that Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Members of Apollo Pipes Limited (“the Company”) will be held on Tuesday, 29<sup>th</sup> September, 2020 at 4.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Sameer Gupta (DIN: 00005209), who is liable to retire by rotation and being eligible, offers himself for re-appointment as a Director
3. To re-appoint Statutory Auditor of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder as amended from time to time M/s. VAPS & Co, Chartered Accountant, (Firm Registration No. 003612N) be and is hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the 34<sup>th</sup> Annual General Meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting to be held in the year 2025, on such remuneration as shall be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

#### SPECIAL BUSINESS:

4. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2020-21**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modifications or re-enactment thereof, the remuneration payable to M/s HMVN & Associates, Cost Accountants, New Delhi, (FRN: 000290) appointed as Cost Auditors for carrying out the Audit of Cost Accounts of the Company for the financial year 2020-21, commencing from 1<sup>st</sup> April, 2020,



amounting to Rs. 75,000/-,(Rupees Seventy Five Thousand only) excluding tax(es) as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Cost Auditors in connection with cost audit, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

**5. APPOINTMENT OF MR. ABHILASH LAL (DIN: 03203177) AS DIRECTOR IN THE CATEGORY OF INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and proviso to Section 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”)and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abilash Lal (DIN: 03203177), aged 56, who was appointed as an Additional Director on 22<sup>nd</sup> March, 2020, on recommendation of Nomination and Remuneration Committee of Board, through Resolution by Circulation, dated 21<sup>st</sup> March, 2020, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five years w.e.f 22<sup>nd</sup> March, 2020.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorised to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

**Registered Office:**  
37, Hargobind Enclave,  
Vikas Marg, Delhi-110092

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

**Ankit Sharma**  
**Company Secretary**

**Date: 04<sup>th</sup> August, 2020**  
**Place: Delhi**

**NOTES:**

- 1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular no. 20/2020 dated 5th May, 2020 read with General Circular no. 14/2020 dated 8th April, 2020 and General Circular no. 17/2020 dated 13th April, 2020 and the Securities and Exchange Board of India (SEBI) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, have permitted the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 34<sup>th</sup> AGM of the Company is being conducted through VC / OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The**



**procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC / OAVM is explained at Notes below and is also available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com)**

2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4 and 5 set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2 in respect of directors proposed to be appointed / re-appointed at the Annual General Meeting is annexed hereto.
4. Pursuant to the provision of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).
5. Corporate Members intending to nominate their authorised representatives to attend the AGM through VC/OAVM are requested to send a duly certified scanned copy of the Board Resolution authorising such representatives to attend and vote at the AGM, at [compliance@apollopipes.com](mailto:compliance@apollopipes.com).
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com).
- 7. Dispatch of Annual Report and Notice of AGM through electronic mode:**  
In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith, the Annual Report for 2019- 20 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s).
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
9. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to [compliance@apollopipes.com](mailto:compliance@apollopipes.com).
10. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 34<sup>th</sup> AGM, Annual Report and login details for joining the 34<sup>th</sup> AGM through VC / OAVM facility including e-voting, by providing Name, folio number/DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company: [compliance@apollopipes.com](mailto:compliance@apollopipes.com) or to RTA: [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
11. The Notice of AGM and Annual Report for the financial year 2019-20, is available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com) and also on the websites of the Stock Exchanges: at



[www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

#### **General Instructions for Remote e-voting and e-voting during Annual General Meeting**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

#### **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, September 26, 2020 (10.00 A.M.) and ends on Monday, September 28, 2020 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <APOLLO PIPES LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@apollopipes.com](mailto:compliance@apollopipes.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@apollopipes.com](mailto:compliance@apollopipes.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.



2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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](mailto: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.

*If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).*

*All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.*

- (xxi) Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 22, 2020 -may follow the same instructions as mentioned above for e-voting.
- (xxii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xxiii) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date i.e. September 22, 2020 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- (xxiv) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date i.e., Tuesday, September 22, 2020, and who has not cast vote by remote-voting and being present at the AGM only shall be entitled to vote at the AGM.
- (xxv) The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (xxvi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- (xxvii) The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company [www.apollopipes.com](http://www.apollopipes.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the concerned stock exchanges.





**DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / RE-APPOINTED  
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

<b>Name of Director</b>	<b>Shri. Sameer Gupta</b>	<b>Shri. Abhilash Lal</b>
Age	43 years	56 years
Director Identification Number (DIN)	00005209	03203177
Nationality	Indian	Indian
Date of first appointment on the Board	05.01.2011	22.03.2020
Nature of expertise in specific functional areas	Technical	Technical
Qualification	Gradaute	Post Graduate
Shareholding in the Company directly or as beneficial owner for any other person	32,24,254 Equity Shares	Nil
Terms and conditions of appointment/ re-appointment	Appointment as a Director liable to retire by rotation	Appointment as an Independent Director for a period of five years
Details of remuneration sought to be paid and remuneration last drawn	Rs 1.20 Cr. P.A.	Only sitting fees is being paid
Directorships held in other public companies	1. APL Infrastructure Private Limited	1. Ganesha Ecosphere Limited 2. Apl Apollo Tubes Limited
*Membership / Chairmanship of Committee(s) of other Companies:	None	<u>Ganesha Ecosphere Limited</u> Audit Committee – Member <u>APL Apollo Tubes Limited</u> Audit Committee – Member Stakeholders Relationship Committee – Member
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Younger Brother of Mr. Sanjay Gupta, (Non-executive Chairman)	None
No. of meetings of the Board of Directors attended during the F.Y. 2019-20	4	None

\*Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No.: 4**

The Board of Directors at its meeting held on 04<sup>th</sup> August, 2020, pursuant to the recommendation by the Audit Committee of the Board, appointed M/s. HVMN & Associate, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2020-21 at a remuneration of Rs. 75,000/- excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The proposal is accordingly recommended by the Board for approval/ratification by the Members by means of an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

### **Item No. : 5**

Pursuant to the provisions of Sections 149 and 161 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Shri Abhilash Lal as an Additional Director in the category of Independent Director on the Board of the Company with effect from 22<sup>nd</sup> March, 2020, to hold office for a period of five consecutive years, not liable to retire by rotation, subject to approval of the Members of the Company at the ensuing AGM.

Shri Abhilash Lal (aged 56 years) is a mechanical engineer and a postgraduate from IIM Bangalore and has 30 years of professional experience in senior roles across financial services, including banking, consulting, real estate, private equity and restructuring. He has led institutions across business development, strategy as well as operations."

Further, Shri Abhilash Lal is not debarred from being appointed as a Director pursuant to any order of SEBI or any other authority.

The Company has also received a declaration from Shri Abhilash Lal confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is also registered with the database of Independent Directors as constituted by MCA pursuant to the relevant notifications.

The other details of the appointee are given in the notes appended to the Notice of this Meeting.

The Board, therefore recommends the resolution for approval of the members by means of an ordinary resolution.



Except Shri Abhilash Lal himself, the appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**Registered Office:**

**37, Hargobind Enclave,  
Vikas Marg, Delhi-110092**

**Date: 04<sup>th</sup> August, 2020  
Place: Delhi**

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

**Ankit Sharma  
Company Secretary**



### **FOR ATTENTION OF THE MEMBERS**

1. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Beetal Financial and Computer Services Private Limited, 99, Madangir, B/4, Local Shopping Centre, Near Dada Harsukh Das Mandir New Delhi 110062. For other matters, kindly write to the Secretarial Department of the Company at Plot No. A-140, Sector -136, Noida - 201301.

Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.

2. Members are requested to refer any change of address among others. :
  - To the Company's Registrar in respect of their physical share folios.
  - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
3. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
4. Dividend Warrants, Share Transfer, etc.:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

5. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.

6. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.

7. Dematerialization of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from April 1, 2019 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. Dematerialization facility is available both on NSDL and CDSL. Company's ISIN No. is INE126J01016.

8. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.