



# Apollo Pipes Limited

(Formerly "Amulya Leasing And Finance Limited")

CIN: L65999DL1985PLC022723 | Website: www.apollopipes.com

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

Phone: 011-43334000/ 0120-4795750 | E mail ID: compliance@apollopipes.com

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Apollo Pipes Limited will be scheduled to be held on Saturday, 22<sup>nd</sup> September, 2018 at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110 092 at 10:00 A.M. to transact the following business(es):

### 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, 2018 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 retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. ISSUANCE OF 9,50,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (**"Stock Exchange(s)"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended (**"SEBI ICDR Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and

guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the **"Board"** which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **upto 9,50,000 (Nine Lakhs and Fifty Thousand Only ) Equity Shares** of face value of ₹ 10/- (Rupees Ten only) each fully paid up, towards conversion of loan into equity to the extent of ₹ 56,05,00,000/- (Fifty Six Crores and Five Lakhs only), to be issued **at a price of ₹ 590/- (Rupees Five Hundred and Ninety Only) per Equity Share** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to Promoter Category (**"Proposed Equity Allottees"**), in the manner as follows:

Sr. No	Name of proposed allottee(s)	No. of Equity Shares
1.	Mr. Sameer Gupta	4,75,000
2.	Mrs. Meenakshi Gupta	4,75,000
<b>Total</b>		<b>9,50,000</b>

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations for the determination of issue price of Equity Shares is August 23, 2018.

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

- (a) The outstanding unsecured loan held in the name of proposed allottees shall be adjusted against the allotment of Equity Shares, meaning thereby an amount required to be paid against the payment of

equity shares shall be set off from the outstanding unsecured loan at the time of subscription of Equity Shares.

- (b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
- (c) The Equity Shares so allotted to the Proposed Allottees 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.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges 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 Equity Shares, 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.

#### **4. ISSUANCE OF 24,85,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (**“Stock Exchange(s)”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended (**“SEBI ICDR Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 24,85,000 (Twenty Four Lakhs and Eighty Five Thousand) Fully Convertible Warrants (**“Warrants”**), **at an issue price of ₹ 590/- (Rupees Five Hundred and Ninety Only) per warrant** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each, for conversion of loan into equity to the extent of ₹ 108,52,00,000/- (One Hundred Eight Crores and Fifty Two Lakhs Only) and balance ₹ 38,09,50,000/- (Thirty eight crores nine lakhs and fifty thousand only) for cash, and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to

the below-mentioned persons belonging to the Promoter Group, in the manner as follows:

Sr. No	Name of proposed allottee(s)	No. of Warrants
1.	Mr. Sameer Gupta	15,85,000
2.	Mrs. Meenakshi Gupta	9,00,000
<b>Total</b>		<b>24,85,000</b>

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is August 23, 2018.

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

- (a) Each Warrant held by the Proposed Warrant Allottees (each, a **“Warrant Holder”**) shall entitle each of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the **“Warrant Exercise Period”**).
- (b) The outstanding unsecured loan held in the name of proposed allottee(s) shall be adjusted against the allotment of Warrants, meaning thereby an amount equivalent to 25 per cent of the issue price of the Warrants shall be set off from the outstanding unsecured loan at the time of subscription of Warrants.
- (c) Upon exercise of the right to subscribe for Equity Shares at any time during the “Warrant Exercise Period”, against the conversion of warrants, balance amount i.e., 75% of the consideration shall be adjusted / set off from the outstanding unsecured loan standing in the name of proposed allottee(s) in the Company and remaining amount, if any, will be infused by the said proposed allottee(s) at the time of conversion of Warrants.
- (d) Warrants, being allotted to the Proposed Warrant Allottees 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.
- (e) 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.
- (f) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid/ adjusted against loan shall stand forfeited by the Company.
- (h) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- (i) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

**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 Mr. Anand Kumar Pandey, Company Secretary of the Company or any committee of Directors authorized in this behalf be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity , Warrants, application to Stock Exchanges 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.

#### 5. **REGULARIZATION OF ADDITIONAL DIRECTOR (NON-EXECUTIVE) MR. SANJAY GUPTA (DIN: 00233188)**

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

**“RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Sanjay Gupta (DIN: 00233188), who was appointed as an Additional Director on January 30, 2018 be and is hereby regularized and appointed as the Director of the Company, whose office of the Director is liable to retire by rotation as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Sameer Gupta, Managing Director and Mr. Anand Kumar Pandey, Company Secretary

of the Company, be and are hereby severally authorized to file relevant forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

**6. REGULARIZATION OF ADDITIONAL DIRECTOR (INDEPENDENT) MR. PRADEEP KUMAR JAIN (DIN: 08063400)**

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

“**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Pradeep Kumar Jain [DIN:08063400], who was appointed as an Additional Director on January 30, 2018 be and is hereby regularized and appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6) (e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 30<sup>th</sup> January, 2018.

**RESOLVED FURTHER THAT** Mr. Sameer Gupta, Managing Director and Mr. Anand Kumar Pandey, Company Secretary of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

**7. REGULARIZATION OF ADDITIONAL DIRECTOR (INDEPENDENT) MS. NEERU ABROL (DIN: 01279485)**

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

“**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Ms. Neeru Abrol [DIN: 01279485], who was appointed as an Additional Director on January 30, 2018 be and is hereby regularized and appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 30<sup>th</sup> January, 2018.

**RESOLVED FURTHER THAT** Mr. Sameer Gupta, Managing Director and Mr. Anand Kumar Pandey, Company Secretary of the Company, be and are hereby severally authorized to file relevant forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.

**8. APPROVAL OF REVISION IN REMUNERATION PAYABLE TO MR. SAMEER GUPTA (DIN: 00005209), MANAGING DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Sameer Gupta, Managing Director of the Company, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1<sup>st</sup> April, 2018 for the remaining period.

Consolidated Salary: Upto a Maximum of ₹ 1.54 Crores p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Lift time Insurance Coverage and Gratuity: as per company policy.

**RESOLVED FRUTHER THAT** all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/ Gratuity in terms of applicable provisions of the relevant statutes.

**RESOLVED FURTHER THAT** pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Sameer Gupta, Managing Director of the Company, be and is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

**RESOLVED FURTHER THAT** Mr. Anand Kumar Pandey be and is hereby authorised to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the extant matter.”

**9. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY**

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, M/s. Vijender Sharma & Company, Cost Accountants, New Delhi, be and is hereby appointed as Cost Auditors for carrying out the Audit of Cost Accounts of the Company for the financial year 2018-19, commencing from 1<sup>st</sup> April, 2018 on a remuneration of ₹ 60,000/-, 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, as recommended

by the Audit Committee of Directors of the Company, subject to ratification of the remuneration of the said Cost Auditors by the Shareholders of the Company at the ensuing Annual General Meeting of the Company.

**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.”

**10. AUTHORIZATION TO THE BOARD U/S 180 (1)(A) AND 180 (1)(C) OF THE COMPANIES ACT, 2013- FOR INCREASE THE BORROWING LIMITS AND CREATION OF THE CHARGE ON THE ASSETS OF THE COMPANY**

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

**10A. Resolution u/s 180 (1)(a) of the Companies Act, 2013 – Creation of the Charge on the assets of the Company**

“**RESOLVED THAT** pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ₹ 200 Crores (Rupees Two Hundred Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public.”

**10B. Resolution u/s 180 (1)(c) of the Companies Act, 2013 – Increase the borrowing limits**

“**RESOLVED THAT** pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, banks or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of

the Company’s assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 200 Crores (Rupees Two Hundred Crores only).”

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxy (ies) to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the company.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 3 to 10 set out above and the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors proposed to be appointed / re-appointed at the Annual General Meeting, is annexed hereto.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorizing their representatives to

attend and vote at Annual General Meeting.

5. The Registers of Members & Share Transfer Books of the Company will remain closed from Monday, 17<sup>th</sup> day of September, 2018 to 22<sup>nd</sup> day of September, 2018 (both days inclusive)
6. Relevant documents referred to in the accompanying Notice and all Statutory Registers maintained under the Companies Act, 2013, shall be available for inspection by the members at the Registered Office of the Company on any working day during business hours upto and including the date of AGM and also at venue of the meeting.
7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2017-18, the Notice of the 32<sup>nd</sup> AGM of the Company along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
8. Physical copy of the Annual Report for 2017-18, the Notice of the 32<sup>nd</sup> AGM of the Company along with Attendance Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2017-18 and the Notice of the 32<sup>nd</sup> AGM along with Admission Slip and Proxy Form will also be available on the Company's website [www.apollopipes.com](http://www.apollopipes.com).
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Instructions and other information relating to e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting by electronic voting system from a place other than the venue of the meeting ("remote e-voting") and the businesses may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

The instructions for members for voting electronically are as under:-

- I. The voting period begins on 19<sup>th</sup> September, 2018 from 09:00 A.M. (IST) and ends on 21<sup>st</sup> September, 2018 at 5:00 P.M. (IST). During this period shareholders'

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15<sup>th</sup> September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- II. Shareholders who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.
- III. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- IV. Click on "Shareholders" tab.
- 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) Members holding shares in Physical Form should enter Folio Number registered with the Company
- 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 earlier for any Company, then your existing password is to be used.
- VIII. If you are a first time user, follow the steps given below:

---

#### For members holding shares in Demat and Physical form

---

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
-----	---

Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Ballot Form/mail) in the PAN field.

- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mmm/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 as mentioned in instruction (v).
-

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 Members 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 Apollo Pipes Limited.
- 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 printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII. If Demat account holder has forgotten the 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XX. Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 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.
11. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 15<sup>th</sup> September, 2018 may follow the same instructions as mentioned above for remote evoting.
12. In case you have any queries or issues regarding remote e-voting, 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). The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25<sup>th</sup> floor, NM Joshi Marg, Lower Parel, Mumbai 400013; Phone No. 18002005533 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on 15<sup>th</sup> September, 2018 and a person who is not a member as on a cut-off date should treat the Notice for information purpose only.
14. The Company has appointed Mr. Deepak Kumar Lath, Practising Company Secretary (Membership No. FCS-5309) as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote evoting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman 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.

16. 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. 15<sup>th</sup> September, 2018 and who has not cast vote by remote-voting and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the Annual General Meeting.
17. 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/) [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the concerned Stock Exchanges.
18. As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting. Accordingly, the Board recommends the passing of the Special Resolution at Item No. 11 of the accompanying Notice for members approval. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

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

**By Order of the Board of Directors**  
Sd/-  
**Anand Kumar Pandey**  
Company Secretary

Date: August 08, 2018  
Place: Ghaziabad

**ADDITIONAL INFORMATION ON DIRECTOR(S)  
RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT  
AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

Name of Director(s)	Mr. Sanjay Gupta	Mr. Pradeep Kumar Jain	Ms. Neeru Abrol
Date of Birth	20.07.1971	18.12.1955	07.02.1955
Director Identification Number (DIN)	00233188	08063400	01279485
Nationality	Indian	Indian	Indian
Date of First appointment on the Board	30.01.2018	30.01.2018	30.01.2018

Name of Director(s)	Mr. Sanjay Gupta	Mr. Pradeep Kumar Jain	Ms. Neeru Abrol
Nature of expertise in specific functional areas	Technical	Technical	Accountancy & Finance
Qualification	Graduate	Post Graduate (Petroleum Technology)	Chartered Accountant
Shareholding in the Company	#Nil	Nil	Nil
Terms and conditions of appointment / re-appointment	Appointment as the Director liable to retire by rotation	Appointment as an Independent Director for a period of five years	Appointment as an Independent Director for a period of five years
Details of remuneration sought to be paid and remuneration last drawn	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee	As a Non-Executive Director, she is entitled to sitting fees for attending meetings of the Board/ Committee
Directorships held in other Listed Companies	APL Apollo Tubes Limited	Nil	APL Apollo Tubes Limited
*Membership / Chairmanship of Committee(s) of other Listed Companies:	Nil	Nil	Chairman- Stakeholder And Relationship Committee of APL Apollo Tubes Limited Member- Audit Committee of APL Apollo Tubes Limited
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Brother of Mr. Sameer Gupta, Managing Director of the Company	None	None

Name of Director(s)	Mr. Sanjay Gupta	Mr. Pradeep Kumar Jain	Ms. Neeru Abrol
No. of meetings of the Board of Directors attended during the F.Y. 2017-18	1 (One)	None	None

# Sanjay Gupta HUF, Promoter holds 1,61,400 (1.46%) equity shares in the Company. Mr. Sanjay Gupta acts as Karta in Sanjay Gupta HUF

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

#### EXPLANATORY STATEMENT

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

#### Item No.: 3 and 4

The Special Resolutions contained in Item No. 3 and 4 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 9,50,000 Equity shares of face value of ₹ 10/- each and 24,85,000 Fully Convertible Warrants at an issue price of ₹ 590/- each to the persons belonging to Promoter Category in terms of Chapter VII of SEBI (ICDR) Regulations, 2009 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on August 08, 2018.

Further, the said private placement of Equity shares and Warrants will be made through common letter of offer in the form PAS 4.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009

and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

#### I. Objects of the Issue

The Company proposes to issue the aforesaid Equity Shares and Warrants in order to restructure the existing loans held in the name of proposed allottee(s) namely, Mr. Sameer Gupta and Mrs. Meenakshi Gupta to the extent of ₹ 164.57 crores and also to settle/discharge the unsecured debt through infusion of fresh funds for meeting the cash flow requirement of Company and strengthening the Capital structure and such other purpose as the Board may decide.

#### II. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

Sr. No	Name of Allottee(s)	Category	No. of Equity Shares	No. of Warrants
1	Mr. Sameer Gupta	Promoter and Managing Director	4,75,000	15,85,000
2	Mrs. Meenakshi Gupta	Promoter	4,75,000	9,00,000

Except aforementioned persons and Mr. Sanjay Gupta, Director and their relatives to the extent of their shareholding, if any, in the Company, none of the persons are deemed to be concerned or interested in the above resolution, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

#### III. 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 promoters is likely to be as follows:

APOLLO PIPES LIMITED									
Name of shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding		No. Of Warrants To be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#		
	No. of Shares	%		No. of Shares	%		No. of Shares	%	
<b>(A) Promoter &amp; Promoter Group</b>									
<b>(1) Indian</b>									
(a) Individuals	3939302	35.70	950000	4889302	40.80	2485000	7374302		50.96
(b) HUF	161400	1.46	0	161400	1.35	0	161400		1.12
(c) Bodies Corporate	0	0	0	0	0	0	0		0
<b>Sub Total (A)(1)</b>	<b>4100702</b>	<b>37.16</b>	<b>950000</b>	<b>5050702</b>	<b>42.14</b>	<b>2485000</b>	<b>7535702</b>		<b>52.08</b>
<b>(2) Foreign promoters</b>	0	0	0	0	0	0	0		0
<b>Total Promoter shareholding</b>	<b>4100702</b>	<b>37.16</b>	<b>950000</b>	<b>5050702</b>	<b>42.14</b>	<b>2485000</b>	<b>7535702</b>		<b>52.08</b>
<b>A=A1 +A2</b>									

<b>(B) Public Shareholding</b>									
B1) Institutional Investors	1692423	15.34	0	1692423	14.12	0	1692423	11.70	
B2) Central Govt./Stat Govt./POI	0	0	0	0	0	0	0	0	
B3) Non-Institutional Investors									
Individuals	3547292	32.15	0	3547292	29.60	0	3547292	0	
Body Corporate	1081933	9.80	0	1081933	9.03	0	1081933	7.48	
Others (Including NRI)	612052	5.55	0	612052	5.11	0	612052	4.23	
<b>Total Public Shareholding</b>	<b>6933700</b>	<b>62.84</b>	<b>0</b>	<b>6933700</b>	<b>57.86</b>	<b>0</b>	<b>6933700</b>	<b>47.92</b>	
<b>B=B1+B2+B3</b>									
<b>C) Non Promoter - Non Public</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>11034402</b>	<b>100</b>	<b>950000</b>	<b>11984402</b>	<b>100</b>	<b>2485000</b>	<b>14469402</b>	<b>100</b>	

#Post shareholding structure may change depending upon any other corporate action in between.

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

In terms of Regulation 74 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 4 and 5.

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.

#### V. Securities to be issued, particulars of the proposed allottee(s), the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Warrant Allottee(s) and Equity Allottee(s) the percentage of post preferential issue capital that may be held by them:

Name of shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding		No. Of Warrants To be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%		No. of Shares	%	
Mr. Sameer Gupta	1128778	10.23	475000	1603778	13.38	1585000	3188778	22.04	N.A.
Mrs. Meenakshi Gupta	2810524	25.47	475000	3285524	27.42	900000	4185524	28.93	N.A.

#Post shareholding structure may change depending upon any other corporate action in between.

#### VI. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the 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.

#### VII. Lock-in Period:

- The Equity Shares so allotted and Equity Shares to be allotted upon conversion of Warrants, shall be subject to 'lock-in' in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Regulation 78(6) of the SEBI ICDR Regulations.

#### VIII. Issue price and Relevant Date:

In terms of Regulation 76 of SEBI ICDR Regulations, the Relevant Date has been reckoned as August 23, 2018 for the purpose of computation of issue price of the said Equity Shares and Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Therefore, in terms of Regulation 76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as ₹ 590 /- per Share/ Warrant, or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations.

#### IX. Re-computation of Issue Price:

The Board of Directors of the Company undertakes that:

Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

**X. Auditor's Certificate:**

The certificate from M/s VAPS & Co., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Annual General Meeting i.e. September 22, 2018.

**XI. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**XII. Report of registered valuer:**

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, Warrants and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

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

Mr. Sameer Gupta being the promoter cum Managing Director and Mrs. Meenakshi Gupta, being the promoter are deemed to be concerned or interested in the above resolution, except them none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

The Board of Directors recommends the resolutions as set out in item no. 3 and 4 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter category by way of Special Resolution.

**ITEM NO.: 5**

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr. Sanjay Gupta as an Additional Director (Non-executive) on the Board of the Company with effect from January 30, 2018 to hold office up to the date of the Annual General Meeting.

Mr. Sanjay Gupta (aged 46 years) is a graduate and had an experience of over more than three decades in various steel

industry segments. He is the Chairman (Under whole time director category) of APL Apollo Tubes Limited since April 01, 2012 and steers the Company with a clear vision of growth in context with changing market scenario. The glorious emergence of the Company, its remarkable value and steady growth are the direct results of Shri Sanjay Gupta's rare administrative and entrepreneurial skills. Under his leadership, the Company grew exponentially gaining national and international recognition. He is also involved in corporate affairs of other group companies.

The resolution is accordingly recommended for approval of the Members.

Except Shri Sanjay Gupta, Director and Shri Sameer Gupta, Managing Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other 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. 5 of the Notice.

**ITEM NO. 6**

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr. Pradeep Kumar Jain as an Additional Director (Independent) on the Board of the Company with effect from January 30, 2018 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 Annual General Meeting ("AGM").

Mr. Pradeep Kumar Jain (Aged 62 years) is Post Graduated in Petroleum Technology stream and graduated (B.Tech) from Indian School of Mines, Dhanbad (Now IIT, Dhanbad) and also holds degree in Leadership Development programme from Indian School of Business (ISB), Hyderabad.

Mr. Pradeep Kumar Jain was the Executive Director in Oil and Natural Gas Corporation Limited (ONGC), an Indian National oil and gas company i.e. Public Sector Undertaking (PSU) of the Government of India, under the administrative control of the Ministry of Petroleum and Natural Gas. It is India's largest oil and gas exploration and production company. It produces around 77% of India's crude oil (equivalent to around 30% of the country's total demand) and around 62% of its natural gas.

The Company has also received a declaration from Mr. Pradeep Kumar Jain 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.

Except Mr. Pradeep Kumar Jain 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. 6 of the Notice.

The resolution is accordingly recommended for approval of the members.

#### ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Ms. Neeru Abrol as an Additional Director (Independent) on the Board of the Company with effect from January 30, 2018 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 Annual General Meeting ("AGM").

Ms. Neeru Abrol is a Chartered Accountant by profession and has about 34 years of rich experience in Manufacturing Industry. She was the Chairperson and Managing Director of National Fertilizers Limited (NFL) w.e.f. August 2013 to February 2015, the second largest urea producer in the Country with a market share of 16%. She was the first woman C&MD of any Public Sector Fertilizer Company. Prior to this she was Director Finance of NFL from 1st October 2007. During her tenure various flagship projects of the company, including conversion of three fuel oil based units to natural gas were completed and achieved turnaround of the company in the financial year 2014-15 against losses in 2013-14 & 2012-13. Prior to joining NFL, she was with M/s Steel Authority of India for 26 years handling various management positions. She embodies an extensive experience in the field of Financial and General Management and has handled various positions and portfolios. She is presently Independent Director on various Boards viz M/s. APL Apollo Tubes Ltd., M/s IFCI Venture Capital Funds Ltd. and M/s IFCI Infrastructure Development Ltd. and was Chief Financial Officer of M/s IL&FS Environmental Infrastructure & Services Ltd.

The Company has also received a declaration from Ms. Neeru Abrol confirming that she 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"). She is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Except Ms. Neeru Abrol and her 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. 7 of the Notice.

The resolution is accordingly recommended for approval of the members.

#### ITEM NO. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its duly convened meeting held on August 08, 2018 had approved the Remuneration to be payable to Mr. Sameer Gupta, Managing Director of the Company within overall ceiling up to ₹ 1.54 Crores in Compliance with the provisions of the Companies Act, 2013 read with the rules made thereunder w.e.f. April 01, 2018, subject to the approval of shareholders in the Annual General Meeting of the Company.

Consolidated Salary: Upto a Maximum of ₹ 1.54 Crores p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Lift time Insurance Coverage and Gratuity, as per company's policy.

Since, the company has completed the annual performance appraisal of all the employees of the company including senior management. In view of this there is a revision in the salary of all the employees. Hence the Board of Directors is requesting your approval for the revise in the remuneration of Mr. Sameer Gupta, Managing Director of the Company.

Except Mr. Sanjay Gupta, Director and Mr. Sameer Gupta, Managing Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other 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. 8 of the Notice.

#### ITEM NO. 9

The Board at its meeting held on August 08, 2018, as recommended by the Audit Committee, has appointed M/s. Vijendra Sharma & Co., Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2018-19 commencing April 01, 2018 at a remuneration of ₹ 60,000/- excluding tax 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 resolution is accordingly recommended for approval of the Members.

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. 9 of the Notice.

#### ITEM NO. 10

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto ₹ 200 Crores (Rupees Two Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the

aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

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. 10 of the Notice.

#### FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of Equity Shares and related correspondences should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Beetal Financial And Computer Services Private Limited, 3<sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062. For other matters, Kindly write to the Secretarial Department of the Company at Registered Office 37, Hargobind Enclave, Vikas Marg, New Delhi - 110092 and Corporate Office Plot No. 10, Commercial Area, Kaushambi, Delhi NCR, Ghaziabad - 201010.
3. 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.
4. Members are requested to:
  - Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
  - Note that copies of the Annual Report will not be distributed at the Annual General Meeting
  - Note that no gifts/coupons will be distributed at the Annual General Meeting
5. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
6. Please check the address including the pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the pin code number of your delivery post office while notifying change in your address to RTA.
7. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholder 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.
8. As mandated by SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, 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.
9. **Dematerialisation of Shares:** Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018, we would like to inform you that w.e.f. 05/12/2018 transfer of Securities shall not be processed unless securities are held in dematerialised form with depository. In other words, request for transfer of shares held in physical form shall not be processed w.e.f. 05/12/2018 and it shall be mandatory to dematerialise the securities for getting the shares transferred. In view of the above and to avail various benefits of dematerialisation, you are advised to dematerialise shares held by them in physical form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. isINE126J01016.
10. 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.
11. This Notice also contains a route map of the venue of AGM.

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

**By Order of the Board of  
Directors**

Sd/-  
**Anand Kumar Pandey**  
Company Secretary

Date: August 08, 2018  
Place: Ghaziabad



# Apollo Pipes Limited

(Formerly "Amulya Leasing And Finance Limited")

CIN: L65999DL1985PLC022723 | Website: www.apollopipes.com

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

Phone: 011-43334000/ 0120-4795750 | E mail ID: compliance@apollopipes.com

## Form No. MGT-12 Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Company: **Apollo Pipes Limited** (CIN:L65999DL1985PLC022723)

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi- 110 092

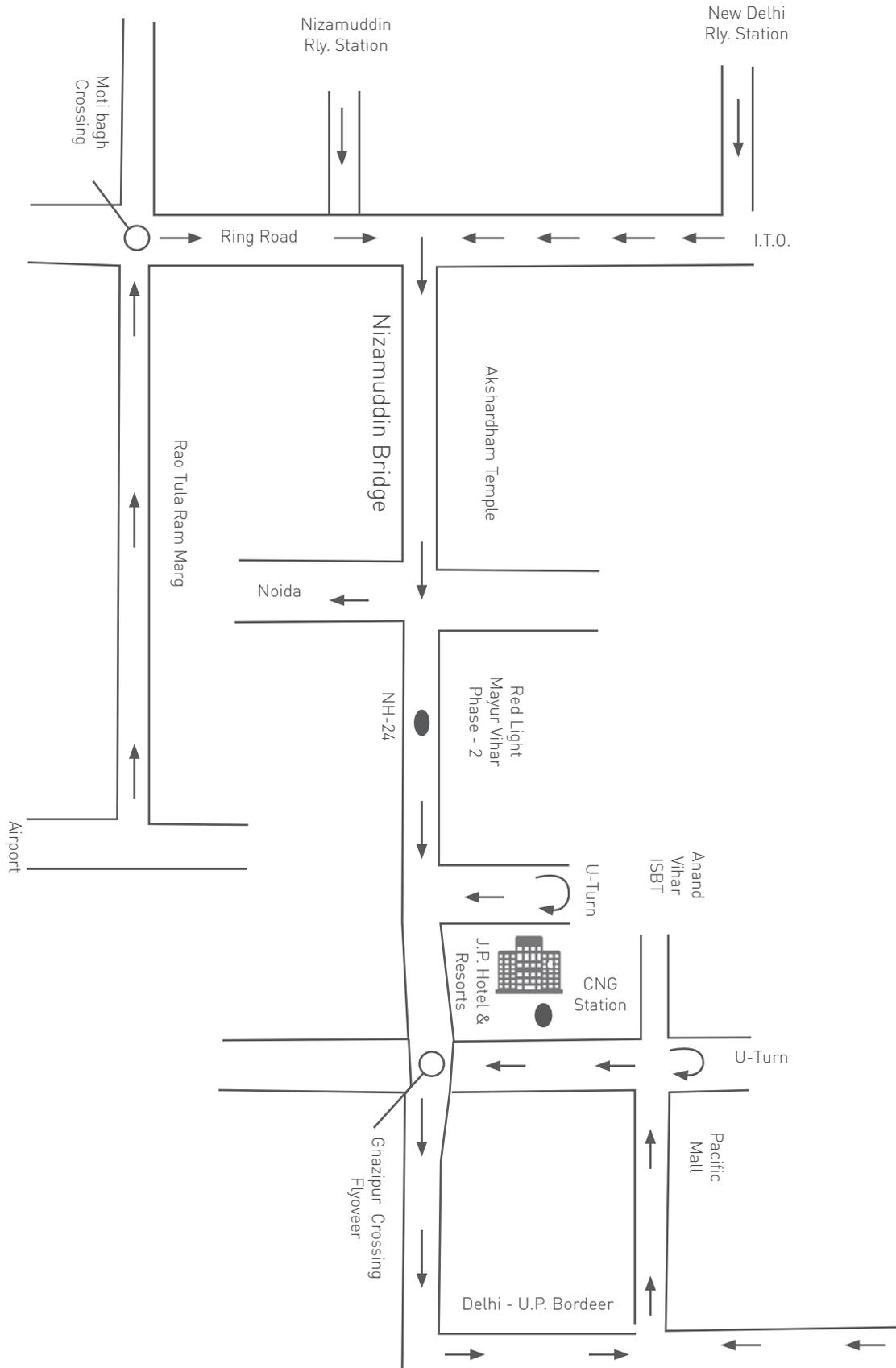
**BALLOT PAPER** –32<sup>nd</sup> Annual General Meeting on Saturday, 22<sup>nd</sup> September, 2018 at 10.00 A.M.

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. / * DP Id and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Fully paid Equity Shares of ₹ 10/- each.

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	<b>ORDINARY BUSINESS</b>			
1.	Adoption of Audited Financial Statements of the company for the financial year ended 31 March, 2018 and the Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Sameer Gupta (DIN:00005209) as the Director, who retires by rotation.			
	<b>SPECIAL BUSINESS</b>			
3.	Issuance of 9,50,000 equity shares on preferential basis to the persons belonging to promoter category <b>(SPECIAL RESOLUTION)</b>			
4.	Issuance of 24,85,000 fully convertible warrants on preferential basis to the persons belonging to promoter category <b>(SPECIAL RESOLUTION)</b>			
5.	Regularization of Additional Director (Non-executive) Mr. Sanjay Gupta <b>(ORDINARY RESOLUTION)</b>			
6.	Regularization of Additional Director (Independent) Mr. Pradeep Kumar Jain (DIN:08063400) <b>(ORDINARY RESOLUTION)</b>			
7.	Regularization of Additional Director (Independent) Ms. Neeru Abrol(DIN: 01279485) <b>(ORDINARY RESOLUTION)</b>			
8.	Approval of revision in remuneration payable to Mr. Sameer Gupta (DIN: 00005209), Managing Director of the Company <b>(SPECIAL RESOLUTION)</b>			
9.	Approval of remuneration payable to Cost Auditors of the Company <b>(ORDINARY RESOLUTION)</b>			
10.	Authorization to the Board u/s 180 (1)(a) and 180 (1)(c) of the Companies Act, 2013 – for increase the borrowing limits and creation of the charge on the assets of the company <b>(SPECIAL RESOLUTION)</b>			

## Route Map to the Venue of 32<sup>nd</sup> Annual General Meeting







# Apollo Pipes Limited

(Formerly "Amulya Leasing And Finance Limited")

**CIN:** L65999DL1985PLC022723 | Website: www.apollopipes.com

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

**Phone:** 011-43334000/ 0120-4795750 | **E mail ID:** compliance@apollopipes.com

## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.	#DP ID
No. of Shares held	#Client ID

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092 on Saturday, the 22<sup>nd</sup> September, 2018 at 10:00 A.M.

Name of the Member (in block letters) \_\_\_\_\_  
Name of the Proxy-holder/ Authorised representative\* ( in block letters) \_\_\_\_\_

\* Strike out whichever is not applicable.

# Applicable for investors holding shares in dematerialized form.

Signature of the Member/Proxy/Authorised representative\*

Notes:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2017-2018 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-2018 and the Notice of the Annual General Meeting alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.





# Apollo Pipes Limited

(Formerly "Amulya Leasing And Finance Limited")

CIN: L65999DL1985PLC022723 | Website: www.apollopipes.com

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

Phone: 011-43334000/ 0120-4795750 | E mail ID: compliance@apollopipes.com

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

E-Mail ID:

Folio No./DPID/Client ID:

I /We .....being the member(s) of Apollo Pipes Limited, holding ..... shares hereby appoint :

Name:.....E-Mail ID:.....Signature:.....,or failing him;

Name:.....E-Mail ID:.....Signature:.....,or failing him;

Name:.....E-Mail ID:.....Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Saturday, the 22<sup>nd</sup> September, 2018 at 10:00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092 and at any adjournment thereof in respect of the resolutions as are indicated below:

### DESCRIPTION OF RESOLUTIONS

#### ORDINARY BUSINESS

1. Adoption of Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Sameer Gupta (DIN:00005209) as the Director, who retires by rotation.

#### SPECIAL BUSINESS

3. Issuance of 9,50,000 equity shares on preferential basis to the persons belonging to promoter category **(SPECIAL RESOLUTION)**
4. Issuance of 24,85,000 fully convertible warrants on preferential basis to the persons belonging to promoter category **(SPECIAL RESOLUTION)**
5. Regularization of Additional Director (Non-executive) Mr. Sanjay Gupta **(ORDINARY RESOLUTION)**
6. Regularization of Additional Director (Independent) Mr. Pradeep Kumar Jain (DIN:08063400)**(ORDINARY RESOLUTION)**
7. Regularization of Additional Director (Independent) Ms. Neeru Abrol (DIN: 01279485)**(ORDINARY RESOLUTION)**
8. Approval of revision in remuneration payable to Mr. Sameer Gupta (DIN: 00005209), Managing Director of the Company **(SPECIAL RESOLUTION)**
9. Approval of remuneration payable to Cost Auditors of the Company **(ORDINARY RESOLUTION)**
10. Authorization to the Board u/s 180 (1)(a) and 180 (1)(c) of the Companies Act, 2013 – for increase the borrowing limits and creation of the charge on the assets of the company **(SPECIAL RESOLUTION)**

Signed this .....day of ..... 2018

Affix  
revenue  
stamp

Signature of Shareholder

Signature of Proxyholder(s)

#### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.