

December 13, 2022

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

NSE Symbol: APOLLOPIPE

SCRIP Code: 531761

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated November 12, 2022.

We request you to kindly take the above information on your record.

Yours Truly
For **Apollo Pipes Limited**

(Ankit Sharma)
Company Secretary & Compliance Officer

Encl: A/a

APOLLO PIPES LIMITED

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092, India
Corporate Office : A-140, Sector-136, Noida-201301 (U.P.), India
Manufacturing Unit : Dadri (U.P.), Ahmedabad (Gujarat), Bangalore (Karnataka), India
Tel: 0120-2973411 | Toll Free No. : 1800-121-3737 | Email: info@apollopipes.com
Website : www.apollopipes.com | CIN : L65999DL1985PLC022723



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

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

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Apollo Pipes Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

Pursuant to MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice along with explanatory statement only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 09, 2022. This Postal Ballot process is accordingly being initiated in compliance with the above mentioned MCA Circulars.

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

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

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on, Thursday, December 15, 2022 (10:00 A.M. IST) and end on Friday, January 13, 2023 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting.

Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, December 9, 2022 ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.

SPECIAL BUSINESS:

ITEM NO 1 - TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MS. NEERU ABROL (DIN: 01279485) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors for re-appointment, Ms. Neeru Abrol (DIN: 01279485), Independent Director of the Company, whose period of office is expiring on January 29, 2023, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company with effect from January 30, 2023 till January 29, 2028, not liable to retire by rotation".

ITEM NO 2 - TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. PRADEEP KUMAR JAIN (DIN: 08063400) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors for re-appointment, Mr. Pradeep Kumar Jain (DIN: 08063400), Independent Director of the Company, whose period of office is expiring on January 29, 2023, and who

has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company with effect from January 30, 2023 till January 29, 2028, not liable to retire by rotation”.

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

**Place: Noida
Date: 12.11.2022**

**Sd/-
Ankit Sharma
Company Secretary
(M. No. ACS-47854)**

NOTES FOR MEMBER’S ATTENTION:

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

6. Results of Postal Ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than 2 working days from the conclusion of the e-voting i.e. Monday, January 16, 2023, at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. www.apollopipes.com and on website of CDSL viz. www.evotingindia.com.
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, January 13, 2023.

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

- (i) The voting period begins on Thursday, December 15, 2022 (10:00 A.M. IST) and end on Friday, January 13, 2023 (5.00 P.M. IST) (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, December 9, 2022 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

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

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

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

If you have any queries or issues regarding e-voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the postal ballot process including the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

ANNEXURE TO THE NOTICE

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

Item No. 1 & 2

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), members of the Company had appointed Ms. Neeru Abrol and Mr. Pradeep Kumar Jain, as Independent Director of the Company (hereinafter collectively referred to as “Independent Directors”) for a period of five years effective from January 30, 2018. The first term of Ms. Neeru Abrol and Mr. Pradeep Kumar Jain will expire on January 29, 2023.

The Nomination and Remuneration Committee after taking into account the performance of Ms. Neeru Abrol and Mr. Pradeep Kumar Jain during their first term and considering their expertise, experience and substantial contribution and time commitment for the Company, has recommended to the Board of Directors (the “Board”) their re-appointment for a second term of five consecutive years.

The Board, based upon the recommendation of the Nomination and Remuneration Committee, has approved the proposal to re-appoint Ms. Neeru Abrol and Mr. Pradeep Kumar Jain as Non- Executive Director (Independent) on the Board of the Company with effect from January 30, 2023 till January 29, 2028 subject to approval of the members of the Company.

Ms. Neeru Abrol (aged 67 years) has about four decades of rich professional experience in various sectors and positions. She is recipient of multiple awards over her illustrious career including twice ‘Business Achiever’ by ICAI, ‘Outstanding Woman Manager in Public Sector Enterprises’ by SCOPE.

Mr. Pradeep Kumar Jain (aged 67 years) is a Postgraduate in Petroleum Technology and holds a degree of Bachelor of Technology (B.Tech) from Indian School of Mines, Dhanbad (Now IIT, Dhanbad). The Board is of the view that Mr. Jain’s knowledge and experience will add immense value to the Company.

Both of them meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Experience of handling management and strategic planning.
- b. Experience in Corporate Governance matters.
- c. Experience and detailed understanding of risk management and regulatory environment.
- d. Experience in financial matters.

Further, Ms. Neeru Abrol and Mr. Pradeep Kumar Jain are not debarred from being appointed as a Director pursuant to any order of SEBI or any other authority.

Ms. Neeru Abrol and Mr. Pradeep Kumar Jain have also given their consent for appointment as Director and they are not disqualified for appointment as Director under the provisions of the Act.

The Company has received necessary declaration under Section 160 proposing the candidature of Ms. Neeru Abrol and Mr. Pradeep Kumar Jain, shall be paid remuneration by way of fee for attending meetings

of the Board or Committees thereof or for any other purpose, as may be decided by the Board, reimbursement of expenses for participating in the Board, committees thereof and other meetings.

In the opinion of the Board, Ms. Neeru Abrol and Mr. Pradeep Kumar Jain fulfils the criteria of independence as specified in the Act, Rules made thereunder and the Listing Regulations and they are independent of the management of the Company as well as eligible for re-appointment as Independent Director(s) for a second term.

Further, as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

Accordingly, the Board thereby recommends the resolution as set out in item no.1 & 2 of this notice for approval of the Members by way of special resolutions.

Additional information including brief profile etc. pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of their appointment is given in Annexure- B to this Notice.

Except Ms. Neeru Abrol and Mr. Pradeep Kumar Jain, being appointees 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 resolutions set out at Item Nos. 1 & 2 of the Notice.

Copy of the draft letter(s) for their re-appointment, setting out the terms and conditions along with all other documents as referred above, are available for electronic inspection without any fee by the members upto the last date of e-voting. Members seeking to inspect such documents can send an email to compliance@apollopipes.com.

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

**Place: Noida
Date: 12.11.2022**

**Sd/-
Ankit Sharma
Company Secretary
(M. No. ACS-47854)**

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

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

Name of Director	Ms. Neeru Abrol	Mr. Pradeep Kumar Jain
Age	67 Years	67 Years
Director Identification Number (DIN)	01279485	08063400
Nationality	Indian	Indian
Date of first appointment on the Board	30/01/2018	30/01/2018
Nature of expertise in specific functional areas	Finance & Corporate Governance	Finance & Research
Qualification and Brief Profile	Ms. Neeru Abrol, A Chartered Accountant, Ms. Abrol has about four decades of rich professional experience in various sectors and positions. She worked for 26 years with Steel Authority of India Ltd in various critical management positions which have provided her with in-depth knowledge of the steel industry and its workflow. She is also the former Chairperson and Managing Director, and Director Finance of National Fertilisers Ltd. Ms. Abrol is currently serving as Director at TCNS Clothing Co Limited, APL Apollo Tubes Ltd, Stecol International Pvt Ltd. And Apollo Metalex Private Limited. She is also associated with a couple of NGOs; she is the recipient of multiple awards over her illustrious career including twice 'Business Achiever' by ICAI, and 'Outstanding Woman Manager in Public Sector Enterprises' by SCOPE.	Mr. Pradeep Kumar Jain is a Postgraduate in Petroleum Technology and holds a degree of Bachelor of Technology (B.Tech) from Indian School of Mines, Dhanbad (Now IIT, Dhanbad). She also holds a Degree in Leadership Development Programme from Indian School of Business (ISB), Hyderabad.
Shareholding in the Company directly or as beneficial holder	Nil	Nil
Terms and conditions of appointment / re-appointment	Please refer Resolution No. 1 and Explanatory Statement to this Notice.	Please refer Resolution No. 2 and Explanatory Statement to this Notice.
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees is being paid.	Only sitting fees is being paid.
Directorships held in other companies	1. APL Apollo Tubes Limited 2. TCNS Clothing Co. Limited 3. Stecol International Private Limited 4. Apollo Metalex Private Limited	Nil

*Membership / Chairmanship of Committee(s) of other Companies:	APL Apollo Tubes Limited : Audit Committee- Member	
	TCNS Clothing Co. Limited: Audit Committee - Chairperson Stakeholders Relationship Committee - Member	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil	Nil
Number of meetings of the Board attended during the year	3	3
Listed entities from which the person has resigned in the past three years	Nil	Nil

**Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.*