



## 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: 011-4334000/ 0120-4795750 | E mail ID: compliance@apollopipes.com

### NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Apollo Pipes Limited ("the Company") will be held on Saturday, 28th September, 2019 at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110 092 at 12:30 P.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 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹1 per Equity Share (having Face value of ₹10/- each).
3. To appoint a Director in place of Mr. Sanjay Gupta (DIN: 00233188), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. APPOINTMENT OF MR. SAKET AGARWAL (DIN: 00203084) AS DIRECTOR (NON-EXECUTIVE)

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 152 and 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, Mr. Saket Agarwal (DIN: 00203084), who was appointed as an Additional Director on March 30, 2019 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, whose office shall be liable to retire by rotation as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Sameer Gupta, Managing Director and Mr. Ankit Sharma, 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."

##### 5. APPOINTMENT OF MR. RAMESH CHANDRA JINDAL (DIN:01377137) AS DIRECTOR IN THE CATEGORY OF INDEPENDENT DIRECTOR

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Chandra Jindal (DIN:01377137), aged 71, who was appointed as an Additional Director on March 30, 2019 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of five years w.e.f 30th March, 2019.

**RESOLVED FURTHER THAT** Mr. Sameer Gupta, Managing Director and Mr. Ankit Sharma, 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."

##### 6. RATIFICATION 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, the remuneration payable to M/s. Vijender Sharma & Company, Cost Accountants, New Delhi, (FRN: 000180) appointed as Cost Auditors for carrying out the audit of cost accounts of the Company for the financial year 2019-20, commencing from 1st April, 2019, amounting to ₹60,000/- (Rupees sixty thousand only) excluding tax(es) as applicable, and reimbursement of travelling and other out-of-pocket

expenses actually incurred by the said Cost Auditors in connection with cost audit, be and is hereby ratified.

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

**7. AUTHORIZATION TO THE BOARD U/S 180 (1)(A) AND 180 (1)(C) OF THE COMPANIES ACT, 2013 – TO 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:**

**7A. Resolution u/s 180 (1)(a) of the Companies Act, 2013 – Creation of the Charge on the assets of the Company**

**"RESOLVED THAT** in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors at the General Meeting held on 22nd September, 2018, 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 to the Board of Directors on behalf of the Company, to create 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 and / or intangible assets 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 ₹300 Crores (Rupees Three 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/ writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted/to be constituted by the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution

**7B. Resolution u/s 180 (1)(c) of the Companies Act, 2013 – Increase the borrowing limits**

**"RESOLVED THAT** in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the General Meeting held on 22nd September, 2019 and 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 as they may deem necessary for the purpose of business 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, and securities premium in one or more tranches provided 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 ₹300 Crores (Rupees Three Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/ writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted/to be constituted by the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution"

**Registered Office:**

**By Order of the Board of Directors**

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

**Sd/-  
Ankit Sharma  
Company Secretary**

**Date: August 12, 2019**

**Place: Delhi**

## 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. 4 to 7 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 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors proposed to be appointed / re-appointed at the Annual General Meeting, is annexed hereto as **Annexure 1**.
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. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
6. The Registers of Members & Share Transfer Books of the Company will remain closed from Saturday, 21st day of September, 2019 to Saturday, 28th day of September, 2019 (both days inclusive)
7. 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.
8. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2018-19, the Notice of the 33rd 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.
9. Physical copy of the Annual Report for 2018-19, the Notice of the 33rd 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 2018-19 and the Notice of the 33rd AGM along with Admission Slip and Proxy Form will also be available on the Company's website [www.apollopipes.com](http://www.apollopipes.com)
10. 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.
11. 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 33rd 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 Wednesday, 25th September, 2019 from 09:00 A.M. (IST) and ends on Friday, 27th September, 2019 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 21st September, 2019, 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. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- IV. The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- V. Click on "Shareholders" tab.
- VI. 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
- VII. Next enter the Image Verification as displayed and Click on Login.
- VIII. 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.
- IX. 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.<br>• 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/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• 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).   |

- X. After entering these details appropriately, click on "SUBMIT" tab.
- XI. 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.
- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for Apollo Pipes Limited.
- XIV. 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.
- XV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVI. 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.
- XVII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XIX. 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.

XX. 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.

XXI. 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.
12. 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. 21st September, 2019, may obtain the login ID and password by sending a request at [compliance@apollopipes.com](mailto:compliance@apollopipes.com) or to the Registrar and Share Transfer Agent of the Company. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following Toll Free No.: 18002005533 or e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
13. 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 Futrex, A-Wing, 25th 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).
14. 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 21st September, 2019 and a person who is not a member as on a cut-off date should treat the Notice for information purpose only.

15. The dividend, if declared at the Annual General Meeting, will be paid / dispatched on or after 28th September, 2019 to those shareholders or their mandates whose names appear as Beneficial Owners as at the end of the business hours on 21st September, 2019 (cut-off date) in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode and in register of member, for shares held in physical.

16. Payment of Dividend through ECS:

The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for the payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

Members holding shares in physical form and wishing to avail the facility of electronic credit of dividend directly to their respective bank accounts through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) are requested to intimate the particulars of their bank account, viz., name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC, type of account and account number latest by 14th September, 2019 to Company's Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited Members located in places where ECS/NECS facility is not available may submit their bank details to enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.

17. 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.
18. 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 e-voting 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.
19. 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. 21st September, 2019 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.
  20. The Results declared along with 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.
  21. 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 may be determined by the members in the Annual General Meeting.
  22. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
  23. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Beetal Financial And Computer Services Private Limited, 3rd 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, Delhi – 110092 and Corporate Office A-140, Sector 136, Noida, 201301, U.P.
  24. Members are requested to refer any change of address among others
    - a. To the Company's Registrar in respect of their physical share folios.
    - b. 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.
  25. Members are requested to:
    - a. Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
    - b. Note that copies of the Annual Report will not be distributed at the Annual General Meeting
  26. Note that no gifts/coupons will be distributed at the Annual General Meeting
  27. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
  28. 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.
  29. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
  30. As mandated by SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th 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.
  31. 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. 01/04/2019 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. 01/04/2019 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 National Securities Depository Limited (NSDL) and CDSL. Company's ISIN No. is INE126J01016.
  32. 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.
  33. This Notice also contains a route map of the venue of AGM.

**Registered Office:****By Order of the Board of Directors****Sd/-****37, Hargobind Enclave,  
Vikas Marg, Delhi-110092****Ankit Sharma  
Company Secretary****Date: August 12, 2019****Place: Delhi**

## Annexure-1

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. Saket Agarwal  | Mr. Ramesh Chandra Jindal  | Mr. Sanjay Gupta  |
|--|--|--|---|
| Age  | 46 years   | 71 years   | 48 years  |
| Director Identification Number (DIN)   | 00203084   | 01377137   | 00233188  |
| Nationality  | Indian   | Indian   | Indian  |
| Date of First appointment on the Board   | 30.03.2019   | 30.03.2019   | 30.01.2018  |
| Nature of expertise in specific functional areas   | Technical  | Technical  | Technical   |
| Qualification  | Graduate   | Graduate (Mechanical Engineering)  | Graduate  |
| Shareholding in the Company either directly or as beneficial interest for any other person | 32,000 equity shares   | 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  | Liable to retire by rotation and put forth for re-appointment   |
| 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, he is entitled to sitting fees for attending meetings of the Board/ Committee. |
| Directorships held in other Listed Companies   | Nil  | Nil  | APL Apollo Tubes Limited  |
| *Membership / Chairmanship of Committee(s) of other Listed Companies:                      | Nil  | Nil  | NIL   |
| Relationship with other Directors, Manager and Key Managerial Personnel of the company     | None   | None   | Brother of Mr. Sameer Gupta, Managing Director of the Company   |
| No. of meetings of the Board of Directors attended during the F.Y. 2018-19                 | None   | None   | 5   |

## **EXPLANATORY STATEMENT**

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

### **ITEM NO.: 4**

Based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of section 161 of the Companies Act, 2013 ("the Act"), the Board had appointed Mr. Saket Agarwal as an Additional Director (Non-executive) on the Board of the Company with effect from March 30, 2019 to hold office up to the date of the Annual General Meeting.

Mr. Saket Agarwal (aged 46 years) is a graduate and had an experience of more than 20 years in steel & pipes Industry. He is a visionary with abundant Governance Knowledge. Mr. Agrawal serves his obligations with commitment and enthusiasm.

The Board is of the view that Mr. Agrawal's knowledge and experience will continue to be of immense value to the Company. Further, he is not debarred from being appointed as a Director pursuant to any order of SEBI or any other authority.

The Company has received a notice under section 160(1) of the Act from a member signifying his intention to propose the candidature of Mr. Saket Agarwal as a Director.

Mr. Saket Agarwal has given his consent for appointment as Director and he is not disqualified for appointment as Director under the provisions of the Act.

The Board thereby recommends the resolution for approval of the Members by way of an ordinary resolution.

Except Mr. Agrawal, being an appointee 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. 4 of the Notice.

### **ITEM NO. 5**

Based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of section 161 and 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board had appointed Mr. Ramesh Chandra Jindal as an Additional Director in the category of Independent Director on the Board of the Company with effect from March 30, 2019 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. Ramesh Chandra Jindal (Aged 71 years) is a Mechanical Engineer from a Regional Engineering College.

Mr. Ramesh Chandra Jindal was Executive Director- Engineering, Projects & Contracts in Indian Oil Corporation Limited (IOCL) a 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. He has also been a Board Member of Indian Oil Petronas Ltd, and Man Industries Limited. Considering his vast experience and technical knowledge, the Board is of the view that his association will immensely benefit the Company.

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

The Company has received a notice under section 160(1) of the Act from a member signifying his intention to propose the candidature of Mr. Saket Agarwal as a Director.

The Company has also received a declaration from Mr. Ramesh Chandra Jindal 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.

Further, as per Listing Regulations, no listed entity can appoint or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

The Board thereby recommends the resolution for approval of the members by way of a special resolution.

Except Mr. Ramesh Chandra Jindal being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

### **ITEM NO. 6**

The Board at its meeting held on August 12, 2019, 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 2019-20 commencing April 01, 2019 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 by way of ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.



#### ITEM NO. 7

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, the free reserves and the securities premium of the Company. Hence, it is proposed to increase the maximum borrowing limits upto ₹300 Crores (Rupees Three 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, its free reserves and the securities premium 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. In this regard, 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.

In accordance with the provisions of Section 180(1) (a) and 180 (1) (c) of the Companies Act, 2013, the resolution is accordingly recommended for approval of the Members by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Registered Office:**

**By Order of the Board of Directors**

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

**Sd/-  
Ankit Sharma  
Company Secretary**

**Date: August 12, 2019**

**Place: Delhi**

