



Apollo TriCoat

THREE STEPS AHEAD

APOLLO TRICOAT TUBES LIMITED

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Identification Number: L74900DL1983PLC014972

Tel: +91-11-22373437

Website: www.apollotriccoat.com; email: info@apollotriccoat.com

NOTICE

NOTICE is hereby given that the Thirty Seventh (37th) Annual General Meeting of **APOLLO TRICOAT TUBES LIMITED (formerly known as Best Steel logistics Limited)** ("Company") will be held on Saturday, 28th day of September, 2019 at 10:00 A.M. at JP Hotels & Resorts, 6B, IP Extension, Patparganj, Near Max Hospital, Delhi-110092, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Megha Gupta (DIN:07869141) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3. To re-appoint the Statutory Auditors and in this regard, to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s VAPS & Company, Chartered Accountants (Firm Registration No. 003612N) be and are hereby reappointed as the Statutory Auditors of the Company to hold office for second term of one year from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company and the Board of Directors are hereby authorised to fix the remuneration payable to them as maybe mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the consent of the members be and is hereby accorded for the revision in remuneration payable to Shri Rahul Gupta, Managing Director of the Company, w.e.f. April 1, 2019 for the remaining tenure, on the terms and conditions as set out in the Statement pursuant to Section 102(1) of the said Act annexed to the Notice of this 37th Annual General Meeting, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to, grant increment, increase, modify, vary or alter the salary, perquisites, allowances, commission, benefits and other terms and conditions of the appointment subject

to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Shri Rahul Gupta, as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration as per Section 197 read with schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the schedule during the stated period then the payment of excess remuneration shall be subject to such approvals as may be required.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution

5. **To approve the re-appointment of Shri Bharat Bhushan Sahny (DIN: 00014334) as an Independent Director of the Company and for the purpose to pass with or without modification(s), the following resolution, which will be proposed as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and recommendation of the Nomination and Remuneration Committee, Sh. Bharat Bhushan Sahny (DIN: 00014334), 76 years old, who was appointed as an Independent Director at the 32nd Annual General Meeting of the Company and who holds office up to 37th Annual General Meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term i.e. for a period of 5 years from the date of this 37th Annual General Meeting of the Company and he shall not liable to retire by rotation."

6. **To approve the Related Party Transactions and for the purpose to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 188

of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with APL Apollo Tubes Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as per the terms and conditions specified in the respective contracts and as detailed below, upto maximum aggregate value of Rs. 150 crores (Rupees One Hundred Fifty Crores) for the financial year 2019-20, provided that contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Nature of Transaction
A	Reimbursement of Expenses
B	Sale/ Purchase of Property, Plant & Equipments
C	Sale/ Purchase of Consumables
D	Sale of Finished Goods
E	Purchase of Raw Materials
F	Sharing of Manpower & Resources
G	Availing/Providing Company's premises on rent for the purpose of business of the Company
H	Obtaining working capital loan, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of loan, roll over of the loan, extension of item of repayment of the loan

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. **To approve the Related Party Transactions and for the purpose to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended

till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Shri Lakshmi Metal Udyog Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as per the terms and conditions specified in the respective contracts and as detailed below, upto maximum aggregate value of Rs. 100 crores (Rupees One Hundred Crores) for the financial year 2019-20, provided that contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Nature of Transaction
A	Reimbursement of Expenses
B	Sale/ Purchase of Property, Plant & Equipments
C	Sale/ Purchase of Consumables
D	Sale of Finished Goods
E	Purchase of Raw Materials
F	Sharing of Manpower & Resources
G	Obtaining working capital loan, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of loan, roll over of the loan, extension of item of repayment of the loan

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**By Order of the Board
For Apollo Tricoat Tubes Limited**

Ghaziabad
July 22, 2019

Sd/-
Surbhi Arora
Company Secretary
M. No. A33370



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Tel: +91-11-22373437

Website: www.apollotriccoat.com; email: info@apollotriccoat.com

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself. Such a proxy need not be a member of the Company. 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 meeting. Blank Proxy form is annexed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**

A person can act as a proxy on behalf of members not exceeding 50 (fifty) 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.

2. 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.
3. The statement to pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos. 4-7 set out above to be transacted at the meeting is annexed hereto and forms part of this Notice.
4. The detail of Director seeking re-appointment, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] and the Companies Act, 2013 (including Secretarial Standard-2) is annexed hereto and forms part of this Notice.
5. Route map of the venue of the Meeting (including prominent land mark) is annexed to the Notice.
6. Bigshare Services Private Limited (Bigshare), 1st floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-40059, Maharashtra, Phone No. +91-22-6263 8200; Fax No. +91-22-6263 8299; e-mail: investor@bigshareonline.com; Website: www.bigshareonline.com; Contact Person: Mr. Jibu John, Astt. General Manager is the Registrar and Share Transfer Agent (RTA) of the Company. However, keeping in view the convenience of the Members, documents relating to shares will continue to be accepted by Bigshare at (i) 4E/8, first floor, Jhandewalan Extension, New Delhi-110055, Ph.: 011-23522373; by the Company at (ii) Registered Office of the Company; and also (iii) Corporate Office of the Company at 36, Kaushambi, Near AnandVihar Terminal, behind Wave Cinema, Ghaziabad-201010.
7. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their

representative(s) to attend and vote on their behalf at the meeting atleast 48 hours before the meeting.

8. The Register of Members and Share Transfer Books will remain closed from September 21, 2019 to September 28, 2019 (both days inclusive).
9. Relevant documents referred to in the Notice and statutory registers are open for inspection at the Registered Office and/ or Corporate Office of the Company on all working days, between 14:00 - 16:00 hrs. up to the date of the AGM and shall also be available for inspection at the AGM.
10. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change in address and e-mail address etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services. Members holding shares in physical mode are also requested to intimate such changes to the RTA under the signatures of first/ joint holder(s). Members holding shares in physical mode or in multiple folios are again requested to convert their shares in dematerialized form/ for consolidation.
11. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements and operations of the Company, are requested to forward the same at least 7 days prior to the date of the meeting to the Company Secretary at the Registered/ Corporate Office of the Company, so that the same may be attended to appropriately.
12. In terms of the provisions of the Companies Act, 2013, notice of the AGM may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice along with attendance slip and proxy form by e-mail and the Members who have not registered their e-mail IDs will receive the Notice through post/ courier.
In order to receive faster communication and to enable the Company to serve the Members better and to promote green initiatives, the Members are requested to provide/ update their e-mail IDs with their respective Depository Participants (DPs) or e-mail at investor@bigshareonline.com to get the Annual Report and other documents/ communication on such e-mail address.
Members holding shares in physical form are also requested to intimate their e-mail addresses to the RTA/ Company by e-mailing at info@apollotriccoat.com by sending a communication at the address mentioned at Note 5 above or at the Registered Office/ Corporate Office of the Company.
13. Members may also note that the Notice along with attendance

slip and proxy form will also be available on the Company's website www.apollotriccoat.com

14. The Securities and Exchange Board of India (SEBI) has made it mandatory the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
15. 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.
16. Electronic copy of Notice of 37th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with attendance slip, proxy form and Road map is being sent to all the members whose email Ids registered with the Company, Depository Participant (s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with attendance slip, proxy form and Road map is being sent in the permitted mode.
17. Voting through electronic means:
 - I. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at 37th AGM by electronic means. The Members may cast their votes using an electronic system from a place other than the venue of the Meeting ('remote e-voting').
 - II. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility.
 - III. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their rights at the AGM.
 - IV. The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again and if any Member casts a vote at the AGM, then such vote will be considered invalid.
 - V. The Company has appointed Mr. Deepak Kumar Lath, Company Secretary in whole-time Practice, Proprietor of Lath Deepak & Associates, to scrutinize the e-voting

process in a fair and transparent manner. They have given their consents for such appointment.

- VI. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 20, 2019. A person who is not a Member as on the cut-off date should treat this Notice for information only.
- VII. 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. Friday, September 20, 2019 only shall be entitled to avail the facility of remote e-voting/ voting at the AGM.
- VIII. Any person, who acquires shares and become Member of the Company after the dispatch of the Notice and holds shares as on the cut-off date i.e. Friday, September 20, 2019 may obtain the login ID and password by sending email request to evoting@nsdl.co.in/ info@apollotriccoat.com
- IX. The remote e-voting period will commence from Wednesday, September 25, 2019 (9.00 A.M.) and end on Friday, September 27, 2019 (5.00 P.M.). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail fcsdeepaklath@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

PLEASE NOTE THE FOLLOWING:

1. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
2. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later

than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

OTHER INFORMATION:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

X. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.apollotriccoat.com and on the website of NSDL immediately after the results are declared by the Chairman or any other person authorized by him. The Company shall simultaneously, forward the result to the concerned stock exchange where its equity shares are listed.

18. Members are requested:

- a. To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
- b. To quote their Folio No./ DP ID - Client ID and e-mail ID in all correspondence; and
- c. To please note that no gift/ gift coupon/ refreshment coupon will be distributed at the meeting.

19. E-voting Instructions:

- A. Member whose email Ids are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing them of their User Id and Password. Once the members receives the email, he or she will need to go through following steps to complete the e-voting process:

STEP 1 : LOG-IN TO NSDL E-VOTING SYSTEM

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. **Your User ID details will be as per details given below :**

- a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

- b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

- c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- a. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- b. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6 If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7 After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8 Now, you will have to click on "Login" button.

9 After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Apollo Tricoat Tubes Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Company at its Annual General Meeting dated September 29, 2018, had appointed Shri Rahul Gupta as Managing Director of the Company, for a period of five years w.e.f. April 1, 2018, with the remuneration payable of Rs. 30lakhs per annum. Shri Rahul Gupta (aged 25 years) is a graduate and a budding entrepreneur with an experience of around 6 years in Steel Tubes Manufacturing business and has handled Operational Management, Marketing and Institutional Sales. He has been awarded with Young Achiever Award for Organisation Building in Global HR Summit 2017. The glorious emergence of the Company, its remarkable value and steady growth are the direct results of Shri Gupta's rare administrative and entrepreneurial skills. Shri Gupta is also involved in corporate affairs of other group companies.

Remuneration Proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 17, 2019 have approved the revised terms of remuneration of Shri Rahul Gupta as Managing Director w.e.f April 1, 2019 for the remaining tenure as under:

Salary: Rs. 1.20 Crores p.a. which includes benefits, perquisites & allowances, which shall include:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Rahul Gupta. The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated September 29, 2018.

The resolution is accordingly recommended for approval of the Members as a Special resolution.

Except Shri Rahul Gupta, Managing Director and Mrs. Megha Gupta, 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. 4 of the Notice

ITEM NO. 5

Shri Bharat Bhushan Sahny has been a Non-Executive Independent Director of the Company since September 30, 2014. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. April 1, 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri Bharat Bhushan Sahny, who is aged 76 years.

Shri Bharat Bhushan Sahny is a graduate and having 47 years of experience in Capital Market and held in post of Vice-President in Delhi Stock Exchange Ltd (DSE). Keeping in view the vast experience of Shri Bharat Bhushan Sahny and his contribution towards the growth of the Company and basis his performance evaluation, the Board believes it will be in the interest of the Company to continue his directorship.

Further, Shri Sahny 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 Shri Bharat Bhushan Sahny as a Director.

The Company has also received a declaration from Shri Bharat Bhushan Sahny 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"). In the opinion of the Board, Mr, Bharat Bhushan Sahny is independent of the management

Further 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.

Accordingly, Board on the recommendation of the Nomination and Remuneration Committee, recommends his continuation as a Director of the Company in the category of Non-Executive Independent Director for a period of 5 years from the date of this Annual General Meeting

Except Shri Bharat Bhushan Sahny, Director and his 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.

The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

ITEM NO. 6

APL Apollo Tubes Limited (AATL) is the ultimate holding Company of the Company and the Companies have also signed the agreement for the transactions as mentioned in the Resolution No. 6 and were forms part of the Contract entered.

AATL is involved in the business of manufacturing of steel and steel related products and steel related products are a key material in your Company's business operations.

Since, AATL sources the same commodity which is also required by the Company, your Company is able to take advantage of better negotiated price on account of order of large volumes by AATL. Further apart from sourcing of raw material, the Company will also enter into transactions/ contracts with AATL for reimbursement of certain expenses incurred by AATL for the Company, sharing of manpower, availing of loan etc., as per its business needs from time to time

All the transactions with AATL shall be in the ordinary course of business and at arm's length pricing.

As per the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders by way of ordinary resolution will be required, for related party transactions during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the listed entity.

The value of proposed aggregate transactions with AATL is likely to exceed the said threshold limit, and is expected to be around Rs. 150 Crore during the financial year 2019-20, which is more than 10% of turnover of the company as per the last audited financial statements of the Company

Accordingly, transaction(s) entered into with AATL comes within the meaning of material related party transaction(s) in terms of Listing Regulations,.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with AATL in the financial year 2019-20.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with AATL are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	APL Apollo Tubes Limited (AATL)
2	Name of the Director/KMP who is related	Sh. Rahul Gupta, Managing Director of Apollo Tricoat Tubes Limited is the son of Sh. Sanjay Gupta, Chairman of APL Apollo Tubes Limited
3	Nature of Relationship	Company is Indirect Subsidiary of AATL
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of steel related product shall be on a continuous basis along with other transactions as described in the resolution. Monetary value of proposed aggregate transactions during financial year 2019-20 is expected to be Rs. 150.00 Crore.
5	Any other information relevant/important for the members to take a decision on the proposed resolution	All Transactions will be in ordinary course of business and at arms length price which will result in economies of scale for the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except as provided above, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as an Ordinary Resolution.

ITEM NO. 7

Shri Lakshmi Metal Udyog Limited (SLMUL) is the holding Company of the Company and the Company have also signed the agreement for the transactions as mentioned in the Resolution No. 7 and were forms part of the Contract entered.

SLMUL is involved in the business of manufacturing of steel and steel related products, and steel related products are key material in your Company's business operations. SLMUL acts as a one of the procurement agency for the Company and its related parties.

Further apart from sourcing of raw material, the Company will also enter into transactions/contracts with SLMUL for reimbursement of certain expenses incurred by SLMUL for the Company, sharing of manpower, availing of loan etc., as per its business needs from time to time

All the transactions with SLMUL shall be in the ordinary course of business and at arm's length pricing.

As per the Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders by way of ordinary resolution will be required, for related party transactions during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the listed entity.

[The value of proposed aggregate transactions with SLMUL is likely to exceed the said threshold limit, and is expected to

be around Rs. 100 Crore (Rupees Hundred Crores) during the financial year 2019-20 which is more than 10% of turnover of the company as per the last audited financial statements of the listed entity.

Accordingly, transaction(s) entered into with SLMUL comes within the meaning of Material Related Party transaction(s) in terms of Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with SLMUL in the financial year 2019-20.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with SLMUL are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Shri Lakshmi Metal Udyog Limited (SLMUL)
2	Name of the Director/ KMP who is related	Sh. Rahul Gupta, Managing Director of Apollo Tricoat Tubes Limited is the son of Sh. Sanjay Gupta, Director of Shri Lakshmi Metal Udyog Limited
3	Nature of Relationship	Company is Subsidiary of SLMUL
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of steel related product shall be on a continuous basis along with other transactions as described in the resolution. Monetary value of proposed aggregate transactions during financial year 2019-20 is expected to be Rs. 100.00 Crore.
5	Any other information relevant/important for the members to take a decision on the proposed resolution	All Transactions will be in ordinary course of business and at arm's length price which will result in economies of scale for the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except as specified above, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Ordinary Resolution.

**By the Order of the Board
For APOLLO TRICOAT TUBES LIMITED**

Sd/-
Surbhi Arora
Company Secretary

M. No. A33370
Surbhi Arora
Company Secretary

Ghaziabad
July 22, 2019

DETAILS OF DIRECTOR RETIRING BY ROTATION, SEEKING RE-APPOINTMENT AND WHOSE REMUNERATION TO BE REVISE AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 (SS-2)]

Name of Director	Mrs. Megha Gupta	Sh. Bharat Bhushan Sahny	Sh.Rahul Gupta
Age	27 years	76 years	25 years
Director Identification Number (DIN)	07869141	00014334	07151792
Nationality	Indian	Indian	Indian
Date of appointment on the Board	June 11, 2018	September 30, 2014	May 4, 2018
Qualification	Masters in Design from University of London	Graduate	B.Com (Hons) from Delhi University and executive courses in the field of Management from reputed B-Schools like London School of Economics, Indian Institute of Management, Ahmadabad [IIMA]
Shareholding in the Company directly or as beneficial holder for any other person (as on March 31, 2019)	Nil	Nil	10030030 equity shares (36.21% of total paid-up capital)
Nature of expertise in specific functional areas	Designer by Profession, she has a 3 years experience in construction Industry, where she has handled site management, accounts handling, purchase and vendor management.	47 years of experience in Capital Market and held in post of Vice-President in Delhi Stock Exchange Ltd (DSE).	He is a budding entrepreneur with an experience of around 6 years in Steel Tubes Manufacturing business and has handled Operational Management, Marketing and Institutional Sales. He has been awarded with Young Achiever Award for Organisation Building in Global HR Summit 2017
Terms and conditions of appointment/re-appointment	Retire by rotation and being eligible, seeks re-appointment	Re-appointment for the second term for a period of 5 years.	Appointment for a period of 5 years.
Details of remuneration sought to be paid and remuneration drawn	-Only sitting fees is being paid	-Only sitting fees is being paid	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The revised remuneration details are given in the text of the resolution.
Other Directorship(s)	Nil	1. Rama Steel Tubes Ltd 2. Sahny Securities P. Ltd.	1. APL Infrastructure Private Ltd. 2. Blue Ocean Projects Private Ltd. 3. Greenera Farms Villas Private Ltd.
Membership/ Chairmanship of Committee(s) of other Companies	Nil	1/1	Nil
Relationships with other Directors, Manager and Key Managerial Personnel of the Company	Mrs. Megha Gupta is wife of Sh. Rahul Gupta, Managing Director of the Company.	NA	Mr. Rahul Gupta is husband of Mrs. Megha Gupta, Director of the Company.
No. of meetings of the Board of Directors attended during the F.Y. 2018-19	4 (Four)	6 (Six)	7 (Seven)



Apollo TriCoat

THREE STEPS AHEAD

APOLLO TRICOAT TUBES LIMITED

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Identification Number: L74900DL1983PLC014972

Tel: +91-11-22373437

Website: www.apollotriccoat.com; email: info@apollotriccoat.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/We certify that I/We am/are registered shareholder/proxy of the Company.
- I/We hereby record my/our presence at the 37th Annual General Meeting of the Company on Saturday, September 28, 2019 at 10:00 A.M. JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi – 110092.

Name of the Member (in block letters)	
Name of Proxy holder /Authorised Representative * (in block letters)	

Applicable for investors holding shares in dematerialised form.

* Strike out whichever is not applicable.

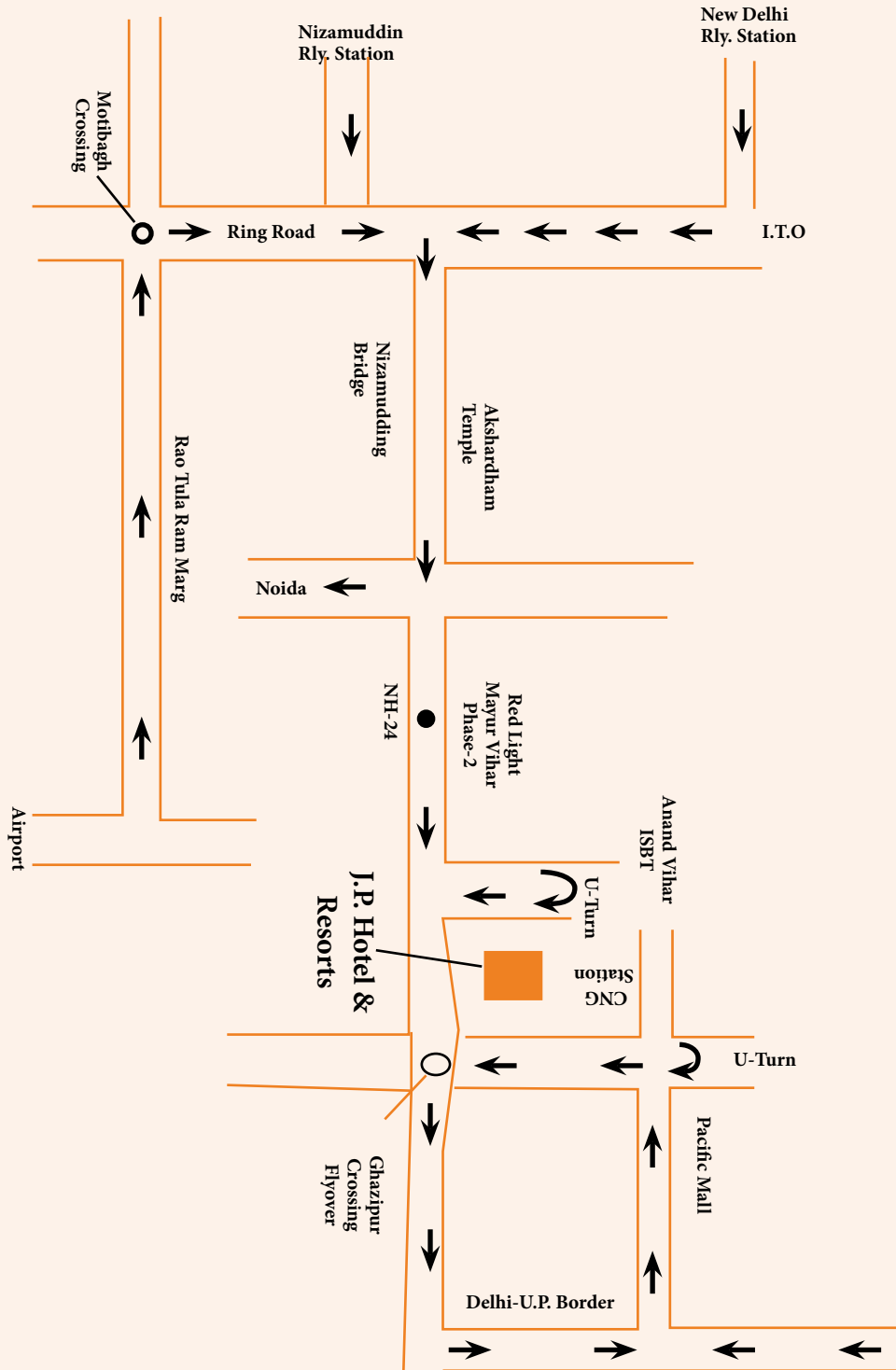
Signature of the Member/Proxy/Authorised representative*

Note:

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 2018-2019 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 2018-2019 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.

No Gift/Gift coupon/Refreshment Coupon will be distributed at the Meeting

ROAD MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING:





Apollo TriCoat

THREE STEPS AHEAD

APOLLO TRICOAT TUBES LIMITED

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Identification Number: L74900DL1983PLC014972

Tel: +91-11-22373437

Website: www.apollotriccoat.com; email: info@apollotriccoat.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	
Registered Address	
Email Id	
Folio No./DP ID/ CLIENT ID	

I/We _____ being the member(s) of Apollo Tricoat Tubes Limited, holding _____ shares hereby appoint:

- (1) Name: Email Id..... Signature.....or failing him;
 (2) Name: Email Id..... Signature.....or failing him;
 (3) Name: Email Id..... Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the **37th Annual General Meeting** of Apollo Tricoat Tubes Limited to be held on **September 28, 2019** 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 such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS
ORDINARY BUSINESS
1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Director in place of Mrs. Megha Gupta (DIN: 07869141), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of M/s VAPS & Company as a Statutory Auditors of the Company
SPECIAL BUSINESS
4. Revision in remuneration payable to Shri Rahul Gupta, Managing Director of the Company - SPECIAL RESOLUTION
5. Re-appointment of Shri Bharat Bhushan Sahny as an Independent Director for a second term of 5 years- SPECIAL RESOLUTION
6. Approval of Related Party Transaction with APL Apollo Tubes Limited - ORDINARY RESOLUTION
7. Approval of Related Party Transaction with Shri Lakshmi Metal Udyog Limited - ORDINARY RESOLUTION

Signed thisday of 2019

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(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.



Apollo TriCoat

THREE STEPS AHEAD

APOLLO TRICOAT TUBES LIMITED

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Identification Number: L74900DL1983PLC014972

Tel: +91-11-22373437

Website: www.apollotriccoat.com; email: info@apollotriccoat.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 Tricoat Tubes Limited** (CIN: L74900DL1983PLC014972)
Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi- 110 092

BALLOT PAPER- 37th Annual General Meeting on Saturday, September 28, 2019 at 10:00 A.M.

S. 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 Rs. 2/- 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:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY BUSINESS			
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31 March, 2019 and the Reports of the Board of Directors and Auditors thereon.			
2	Appointment of Director in place of Mrs. Megha Gupta (DIN: 07869141), who retires by rotation and being eligible, offers himself for re-appointment.			
3	Re-appointment of M/s VAPS & Company as a Statutory Auditors of the Company			
	SPECIAL BUSINESS			
4	Revision in remuneration payable to Shri Rahul Gupta, Managing Director of the Company.			
5	Re-appointment of Shri Bharat Bhushan Sahny as an Independent Director for a second term of 5 years.			
6	Approval of Related Party Transaction with APL Apollo Tubes Limited.			
7	Approval of Related Party Transaction with Shri Lakshmi Metal Udyog Limited.			

Place: Delhi

Date: September 28, 2019

Signature of the attending Shareholder / Proxy / Authorised Representative #

(strike off whichever is not applicable)

NOTE: Please put [✓] in the relevant column mentioned above for recording your assent or dissent to the resolutions.

