

NOTICE

NOTICE is hereby given that the 38th (Thirty Eighth) Annual General Meeting of **APOLLO TRICOAT TUBES LIMITED** (“the Company”) will be held on Tuesday, 29th day of September, 2020 at 2:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of Board of Directors and Auditors thereon
2. To appoint a Director in place of Shri Rahul Gupta (DIN:07151792) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting and to fix their remuneration, by passing the following ordinary resolution:

“RESOLVED THAT pursuant to Sections 139, and 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), Gurugram be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting till the conclusion of 43rd Annual General Meeting at a remuneration as recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the said Auditors.

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.”

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the financial year ending on March 31, 2021 and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as recommended by the Audit Committee and approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to the M/s HMVN & Associates, Cost Auditors, appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2021, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the ‘material related party transaction(s)’ between the Company and APL Apollo Tubes Limited, the ultimate holding company and a related party of the Company, of upto ₹200 crores during the FY 2020-21, which may exceed 10% of the annual turnover of the Company for the preceding financial year, ended on March 31, 2020.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised, to do all such acts, deeds, matters and things, as may be necessary in connection therewith or incidental thereto.”

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the ‘material related party transaction(s)’ between the Company and Shri Lakshmi Metal Udyog Limited, the holding company and a related party of the Company, of upto ₹170 crores during the FY 2020-21, which may exceed 10% of the annual turnover of the Company for the preceding financial year, ended on March 31, 2020.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised, to do all such acts, deeds, matters and things, as may be necessary in connection therewith or incidental thereto.”

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

Ghaziabad
September 3, 2020

Surbhi Arora
Company Secretary
M. No. A33370

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

CIN: L74900DL1983PLC014972

Telephone No.: +91-120-4041400

Website: www.apollotriccoat.com

Email: info@apollotriccoat.com

Notes:

- In view of the continuing restrictions on the movement of people at several places in the country due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and the SEBI Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, has permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 38th AGM of the Company is being conducted through VC / OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC / OAVM is explained at Notes below and is also available on the website of the Company at www.apollotriccoat.com.**
- Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4, 5 and 6 set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors proposed to be appointed

/ re-appointed at the Annual General Meeting is annexed hereto.

4. Pursuant to the provisions of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).
5. Corporate members may refer to “Note for Non – Individual Shareholders and Custodians” appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
7. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board’s Report, Auditor’s Reports and other documents required to be attached therewith, the Annual Report for 2019- 20 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s).
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
9. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to info@apollotricoat.com
10. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 38th AGM, Annual Report and login details for joining the 38th AGM through VC / OAVM facility including e-voting, by providing Name, folio number/DPID & ClientID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company: info@apollotricoat.com or to/RTA at: investor@bigshareonline.com.
11. The Notice of AGM and Annual Report for the financial year 2019-20 is available on the website of the Company at www.apollotricoat.com and also on the websites of the Stock Exchange at www.bseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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

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

Pre-Requisites for Shareholders/Viewers/ Attendees:

- Any internet enabled device – Laptop/Desktop/Smartphone/Tablet
- Latest internet browser
- Laptop/desktop with at least Core2duo processor, 1GB RAM, good quality multimedia kit, Internet connectivity good quality without proxy & firewall –ideally broadband connectivity- 512 kbps or 2 mbps and above dedicated bandwidth
- Ports 1935, 443 and 80 should be opened to allow streaming content
- iPad viewers to have good internet connection of at least 1 Mbps bandwidth to view the webcast
- Access of Webcast url.
- Shareholders/viewers/Attendee to download the respective software/app of respective platform provider for eg: cisco WebEx, webinar or any other platform in advance & ready to connect fast for meeting.

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

- (i) The remote voting period begins at 10.00 AM on Saturday, September 26, 2020 and ends at 5.00 PM on Monday, September 28, 2020. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) - Tuesday, September 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

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

For Shareholders holding shares in Demat Form 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)
	<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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <APOLLO TRICOAT TUBES LIMITED> on which you choose to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

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

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

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

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@apollotricoat.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

ITEM NO. 4

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company at the General Meeting. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration amounted ₹75000/- p.a. excluding GST as applicable and reimbursement of travelling expenses and other out-of-pocket expenses of the Cost Auditors to conduct the audit of the cost records of the Company across various businesses, for the financial year ending March 31, 2021.

Accordingly, ratification by the Members is being sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021 by way of an Ordinary Resolution as set out in Item No.4 of the Notice.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5 and 6

APL Apollo Tubes Limited (AATL) is the ultimate holding Company of the Company and Shri Lakshmi Metal Udyog Limited (SLMUL) is Holding Company of the Company ("Holding Companies") and the Companies have also signed the agreement for the below mentioned transactions:

Sr. No.	Nature of Transaction
A	Sale/ Purchase of Goods, Raw Material, Plant & Machinery & Others
B	Loan

Holding Companies are 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, Holding Companies source the same material which is also required by the Company, your Company is able to take advantage of better negotiated price on account of placing order(s) of large volumes by the Holding Companies.

The Company had already taken the requisite approval of the Shareholders of the Company at the AGM held on September 29, 2019 for sourcing of raw material, sale/purchase transactions, reimbursement of certain expenses incurred by Holding Companies for the Company, sharing of manpower and availing of loan etc., as per its business needs from time to time, during the financial year 2019-20 for an amount upto ₹150 crores from AATL and ₹100 Crores from SLMUL. The Company proposes to continue sourcing of raw material, sale/purchase transactions, and loan etc., as per its business needs from time to time upto values of ₹200 crores and ₹170 Crores from AATL and SLMUL respectively in financial year 2020-21.

All the transactions with AATL and 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 turnover of the company as per the last audited financial statements of the listed entity.

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

These Material related party transaction(s) have already been approved by the Audit Committee of the Board of Directors of the Company. 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 and SLMUL in the financial year 2020-21.

None of the Directors except Shri Rahul Gupta, Managing Director, 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 resolutions as set out at item no. 5 and 6 of this Notice as an Ordinary Resolutions.

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

Surbhi Arora
Company Secretary
M. No. A33370

Ghaziabad
September 3, 2020

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi-110092
CIN:L74900DL1983PLC014972
Telephone No. +91-120-4041400
Website: www.apollotricoat.com
Email: info@apollotricoat.com

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	Shri Rahul Gupta
Age	26 years
Director Identification Number (DIN)	07151792
Nationality	Indian
Date of appointment on the Board	May 4, 2018
Qualification	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, 2020)	Nil
Nature of expertise in specific functional areas	He is a budding entrepreneur with an experience of around 7 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	Retires by rotation and being eligible, seeks re-appointment
Details of remuneration sought to be paid and remuneration drawn	₹1.20 Crores including perquisites and benefits.
Other Directorship(s)	<ol style="list-style-type: none"> 1. APL Infrastructure Private Ltd. 2. Blue Ocean Projects Private Ltd. 3. Greenera Farms Villas Private Ltd. 4. Homedge Infracon Private Limited
Membership/Chairmanship of Committee(s) of other Companies	Nil
Relationships with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Rahul Gupta is the husband of Ms. Megha Gupta, Director of the Company.
No. of meetings of the Board of Directors attended during the F.Y. 2019-20	4 (Four)

