

APOLLO TRICOAT TUBES LIMITED

CIN: L74900DL1983PLC014972

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

Corporate Office: 36, Kaushambi, near Anand Vihar Terminal, Behind Wave Cinema, Ghaziabad-201010

Email Id: info@apollotricoat.com, Tel: 0120-4041400, Fax: 0120-4041477

Website: www.apollotricoat.com

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or reenactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard-II on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, for seeking consent of the shareholders of Apollo Tricoat Tubes Limited ("the Company"), to pass the proposed resolution mentioned in this notice, as Ordinary Resolution(s) through Postal Ballot by way of remote electronic voting (e-voting).

In view of the current extraordinary circumstances due to COVID-19 pandemic, Ministry of Corporate Affairs, ("MCA") in terms of the General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "MCA Circulars"), has allowed Companies to take all decisions requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of VC/OAVM in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of shareholders at a common venue.

The MCA has also clarified that, for Companies, who are required to provide E-voting facility under the Companies Act, while transacting any business(es) by Postal Ballot, the requirements as provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* to them. Further, it has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its Shareholders, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and the communication of assent/dissent of the Shareholders will only take place through the E-voting system. Thus, this Postal Ballot is accordingly being initiated in compliance with the requirements of the above MCA Circulars.

In compliance with the aforesaid MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and notice of the Postal Ballot is being sent only through electronic mode only.

The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration. You are requested to record your assent or dissent by means of e-voting system only, provided by the Company.

SPECIAL BUSINESS

Approval of Material Related Party Transactions with APL Apollo Tubes Limited

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) 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 Board of Directors of the Company (hereinafter referred to as ‘Board’) for undertaking the following material related party transaction(s), whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise and/or carrying out/ continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with APL Apollo Tubes Limited, the ultimate holding company and a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, which may exceed 10% of the annual turnover of the Company for the financial year ended March 31, 2020 and ending March 31, 2021, provided that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company:

Sr. No.	Nature of Transaction	Proposed amount of Transaction	Period
1	Sale of Goods, Raw Material, Plant & Machinery and Others	Upto ₹350 Crore	During FY 2020-21
2	Sale of Goods, Raw Material, Plant & Machinery and Others	Upto ₹480 Crore	During FY 2021-22
3	Availing of corporate guarantee, loan etc.	Upto ₹350 Crore (with sub-limit of loan upto ₹100 Crore)	During FY 2020-21
4	Availing of loan, guarantee etc.	Upto ₹450 Crore (with sub-limit of loan upto ₹100 Crore)	During FY 2021-22

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and hereby approved, ratified and confirmed in all respects.”

By the Order of the Board
For Apollo Tricoat Tubes Limited

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

Place: Delhi
 Date: 17.02.2021

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in relation to special business is being provided herewith.
2. In terms of the MCA Circulars mentioned above, shareholders are required to communicate their assent or dissent through the remote e-voting system only. Voting by post is not allowed, in view of the prevailing situation. As the remote e-voting does not require a person to attend the meeting physically, the Shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies. Vote by post shall be treated as invalid.
3. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Shareholders, facility to exercise their right to vote on resolution mentioned in the notice, by electronic means through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL') instead of physical mode.
4. In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on February 12, 2021, (Cut-off date) and who have registered their e-mail addresses with the Company / RTA / Depositories.
5. Shareholders may note that the Notice will also be available on the Company's website at www.apollotriccoat.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of the e-voting agency- Central Depository Services (India) Limited ('CDSL') at www.evotingindia.com.
6. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on February 12, 2021, (Cut-off date) shall be eligible for e-voting. A person who is not Shareholder on Cut-off date should treat this notice for information purpose only.
 It is however, clarified that all Shareholders of the Company as on the Cut-off date, including those Shareholders who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.
7. E-voting will commence from February 19, 2021 (10.00 A.M. IST) to March 20, 2021 (5.00 P.M. IST). The e-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled thereafter.
8. Shareholders who are holding shares of the Company as on February 12, 2021 (Cut-off date) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to get the notice of Postal Ballot by electronic means and vote there at. Kindly send the attached request letter on or before March 13, 2021 5.00 P.M. IST, as per the following:

Physical Holding	Please send a duly signed request letter (which is annexed with this Notice) by the shareholder(s), to the Registrar and Share Transfer Agent of the Company, M/s Bigshare Services Private Limited, at investor@bigshareonline.com OR at 302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019, providing Folio No, Name of the shareholder and self-attested copy of PAN & AADHAR card, for registering the e-mail address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address, in your demat account, as per the process advised by your DP.

9. Institutional/Corporate Shareholders are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at info@apollotricoat.com.
10. All the documents referred to in this Notice, will also be available for electronic inspection, without any fee by the Shareholders, from the date of circulation of this Notice upto the last date specified for the e-voting i.e. March 21, 2021. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at info@apollotricoat.com.
11. Resolution, if passed by the Shareholders through Postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e., March 21, 2021, in terms of Secretarial Standard-II on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India.
12. The Board of Directors of the Company has appointed M/s Jatin Gupta & Associates, Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced by March 22, 2021 (on or before 5:00 PM) and the same will be announced by posted on the Company’s website www.apollotricoat.com, on the website of CDSL, the e-voting agency at www.evotingindia.com, besides communicating to the stock exchange on which the shares of the Company are listed i.e., BSE Limited at www.bseindia.com.

14. The instructions for Members for casting their votes through remote e-voting are as under:

- (i) The voting period begins on Friday, February 19, 2021 (10:00 A.M.) and ends on Saturday, March 20, 2021 (5:00 P.M.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 21, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders” module.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for <**Apollo Tricoat Tubes Limited**> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 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) or at info@apollotricoat.com and may write to Ms Surbhi Arora, Company Secretary at Corporate Office: 36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad-202010 or at Call at No. 0120-4041400.

ANNEXURE TO THE NOTICE

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

Context & Background

Your Company is engaged in the business of manufacturing of steel related products including designer roofing, fencing, steel furniture, steel-door frames and designer hand railing. APL Apollo Tubes Limited (AATL), the ultimate holding company of the Company is involved in the business of manufacturing of steel and steel related products including ERW Steel Tube, Hollow Sections, Pre Galvanized Tubes (GP) and pipes.

Your Company primarily sells its products to AATL, since the Company does not have its own depot for distribution and sales except in South Indian region and Uttar Pradesh. AATL purchases finished products from the Company for further selling.

Furthermore, being the holding company, AATL also provides corporate guarantee in relation to borrowings taken by its subsidiary companies including your company from time to time and such facility enables Company to obtain funds at a lower cost of borrowing. At times, for business needs the company also avails of loan and financial assistance from AATL.

Accordingly for the purpose of increasing operational efficiency and productivity, the Company has entered into and proposes to enter into, the below mentioned transactions with AATL and have entered into agreement(s) for the same:

Sr. No.	Nature of Transaction
A	Sale of Goods, Raw Material, Plant & Machinery & Others
B	Availing of corporate guarantee, loan etc.

Detail(s) of Transaction and Approval Sought

As per 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 transaction(s) (individually or taken together with previous 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 Company had already taken the approval of Shareholders of the Company at the AGM held on September 29, 2020 for sale of Goods, Raw Material, Plant & Machinery & Others to AATL as per its business needs from time to time, during the financial year 2020-21 for an amount upto ₹200 crores. After the limited review of the financial statements by the Auditors for the quarter ended December 31, 2020 was concluded, it was observed that the transaction value of the contract(s)/ arrangement(s) in relation to sale of goods, has already exceeded the approved limit of ₹200 crores. This has happened due to surge in steel prices globally and on account of increased volumes, which could not be foreseen earlier when the approval was last sought from the members. Therefore it is proposed that the approval of shareholders be obtained for related party transactions for ‘Sale of Goods, Raw Material, Plant & Machinery & Others’ upto ₹350 crore (by enhancing from the existing ₹200 crore) for FY 2020-21 and upto ₹480 crore for the FY 2021-22.

Furthermore, as mentioned hereinbefore, the Company also avails of corporate guarantee for its bank borrowings from time to time, loan and other financial assistance from AATL from time to time for meeting its business needs; it is expected that the combined limit of the corporate guarantee obtained and the loan or financial assistance obtained from AATL may exceed the threshold limits of ‘material related party transactions’. The amount of loan taken or the financial assistance obtained from AATL is minimal and is not likely to exceed ₹100 crore at any point of time. However, since the corporate guarantee taken from AATL on the bank borrowings would be on the sanctioned bank limits, the limit required would be higher irrespective of the amount of outstanding. Accordingly, it is proposed to seek approval from members for availing of corporate guarantee, loan etc. from AATL upto ₹350 crore (by enhancing from the existing ₹200 crore) for FY 2020-21 and upto ₹450 crores for FY 2021-22, with a sub-limit of upto ₹100 Crore for loan to be availed from AATL for both FY 2020-21 and FY 2021-22.

Since, the FY 2020-21 is coming to a close shortly, approval in respect of both FY 2020-21 and FY 2021-22 is simultaneously sought. These material related party transaction(s) have already been approved/ratified by the Audit Committee of the Company at its meeting held on January 20, 2021 and the decision to seek members’ approval has been taken by the Board in its meeting held on January 21, 2021. Accordingly, approval of the shareholders is being sought for the said Related Party Transaction(s).

It is pertinent to note that no related party shall vote to approve this resolution(s) whether the entity is a related party to the particular transaction or not.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction etc. are as under:

SN	Description	Details
1	Name of Related Party	APL Apollo Tubes Limited (AATL)
2	Name of the Director or Key Managerial Personnel, who is Related	Shri Rahul Gupta, Managing Director of the Company and son of Shri Sanjay Gupta, Chairman and Managing Director of AATL.
3	Nature of Relationship	AATL, is the ultimate holding company of Apollo Tricoat Tubes Limited
4	Nature, material terms, monetary value and particulars of contracts or arrangements	The transaction involves (a) Sale of Goods, Raw Material, Plant & Machinery & Others to; and (b) Availing of corporate guarantee, loan etc. from AATL during the financial year FY 2020-21 and FY 2021-22. Terms and conditions with respect to interest and borrowing period will be determined on arms length basis from time to time.
5	Any other information relevant or important for Members to take a decision on the proposed resolution	All the relevant information form part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Detail(s) about Arm's Length Pricing/ Ordinary Course of Business:

The related party transactions mentioned in this proposal have been evaluated by an external independent accounting/consulting firm and the firm has confirmed that the transactions already executed and to be executed, will be carried out on arm's length terms. These related party transactions are in the nature of contracts under ordinary course of business. Further these transactions also conform to the internal policy on pricing of inter company transactions, thereby ensuring the 'arm's length' criteria.

None of the Directors except Shri Rahul Gupta and his relatives (to the extent of their shareholding in the Company, if any), and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out the above agenda of this Notice as an Ordinary Resolution.

For Apollo Tricoat Tubes Limited

Sd/-

Surbhi Arora

Company Secretary

M. No: A33370

Place: Delhi

Date: 17.02.2021

The
Bigshare Services Private Limited
 1st Floor, Bharat Tin Works Building,
 Opp. Vasant Oasis, Makwana Road,
 Marol, Andheri (East),
 Mumbai 400059

Updation of Shareholders Information as mandated by SEBI

I/We request you to record the following information against my/our Folio No.:

General Information	
Folio No.	
First Holder Name	
Second Holder Name	
Third Holder Name	
PAN Enclose self attested copy all holders/joint holders	
E-mail Id	
Mobile No.	
Bank details of First Holder	
Bank Name	
Bank Branch Address	
Account Number (as appearing in cheque)#	
Bank A/c Type (Savings/Current/NRE/NRO)	
IFSC (11 digit)	
MICR (9 digit) (as appearing in Cheque)	

a blank cancelled cheque (Cheque with the name of the first holder) is enclosed to enable verification of bank details.

Checklist of Shareholder:

Particulars	Mark (✓) if enclosed
➤ Self attested copy of PAN card all holders/joint holders	
➤ Cancelled Cheque with name of the first holder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)	
➤ Address proof of the first holder (self-attested copy of Aadhar-card/Electricity bill/Telephone bill/Passport)	

Note: all enclosures are mandatory.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible.

I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place.

I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No.

Further, as Green Initiative, I / We hereby agree to receive all future correspondence / documents of the Company in electronic mode at the E-mail Id mentioned above.

Signatures

First Holder

Second Holder

Third Holder

Date:

Place: