

APL/SECT/DLH/SE: 2019-20

24th May 2019

Electronic Filing

National Stock Exchange of India Limited
"Exchange Plaza" Bandra-Kurla Complex,
Bandra (E),
Mumbai-400051

Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai-400001

NSE Symbol : APLAPOLLO

Scrip Code : 533758

Re: Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the financial year ended 31.03.2019

Dear Sir/Madam,

Please find attached herewith the Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Secretarial Auditor of the Company for the year ended 31.03.2019, pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Submitted for your kind information and necessary records.

Thanking you

Yours faithfully

For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary



Encl: a/a

APL Apollo Tubes Limited (CIN-L74899DL 1986PLC023443)

Corp. Office : 36, Kaushambi, Near Anand Vihar Terminal, Delhi -NCR -201010, India Tel: +91-120-4041400 Fax : +91-120-4041444

Corp. Office : Tapasya Corp. Heights 4th Floor, Sector-126, Noida, Uttar Pradesh-201303 India

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi - 110092, India Tel: +91-11-22373437 Fax : +91-11-22373537

Unit-I : A-19, Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.-203205, India Unit-II : 332-338, Alur Village, Perandapolli, Hosur, Tamilnadu-635109, India

Unit-III : Plot No. M-1, Additional M.I.D.C. Area, Kudavali, Murbad, Maharashtra, Thane-421401, India Unit-IV : Village Bendri Near Urla Indl. Area Raipur, Chhattisgarh-493661, India

E-mail : info@aplapollo.com Website : www.aplapollo.com

Anjali Yadav & Associates

Company Secretaries

Business Address :

102 & 104, 18/12, Jain Bhawan

W.E.A, Pusa Lane, Karol Bagh

New Delhi-110005

PHONE : 91-11 47067659

Email : anjaliyadav.associates@gmail.com

anjaliyadavpcs@gmail.com

Website: csanjali.com

REF: AYA/2019-20/MAY/05

To,

The Board of Directors

APL APOLLO TUBES LIMITED

37 Hargobind Enclave

Vikas Marg Delhi -110092

Dear Sir,

Secretarial Compliance Report for the financial year ended March 31, 2019

I have been engaged by APL APOLLO TUBES LIMITED whose equity shares are listed on National Stock Exchange [Symbol: APLAPOLLO] and BSE Limited [Security Code: 533758] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by ICSI. Secretarial Compliance Report is enclosed herewith.

For Anjali Yadav & Associates

Company Secretaries



Anjali Yadav

Proprietor

FCS No. 6628

CP No. 7257



Date: 18th May, 2019

Place : Ghaziabad

Secretarial Compliance Report of APL APOLLO TUBES LIMITED for the financial year ended March 31, 2019

I have examined:

- (a) all the documents and records made available to us and explanation provided by APL APOLLO TUBES LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable as there was no reportable event during the period under the Review];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not applicable as there was no reportable event during the period under the Review];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i)(other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if an
-----NIL-----				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:[Not applicable as this being the First Report];

For Anjali Yadav & Associates
Company Secretaries



Anjali Yadav

Proprietor

FCS No. 6628

CP No. 7257



Date :18th May, 2019

Place : Ghaziabad