

To
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata-700 001
Stock Code:11026

Dated: 26th September, 2024

Kind Attn.: Ms. Chandrani Dutta

Dear Madam,

Sub: Proceeding of 75th Annual General Meeting (AGM) of APL Metals Limited and Scrutinizer's Report under Regulation 30 of SEBI (LODR), Regulation, 2015.

This is to inform you that the 75th Annual General Meeting (AGM) of APL Metals Limited("Company") was duly convened on 26th September, 2024 through Video Conferencing (VC)/Other Audio Video Means (OAVM) at 12.30 P.M 1ST. In this regard, please find enclosed the following:

- 1) Report on the proceedings of the 75th AGM of the Company as required under Regulation 30, Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annexure – I.
- 2) Consolidated Scrutinizer Report dated 26th September, 2024 submitted by A. K. Labh & Co., Company Secretaries (FCS:4848, CP NO:3238) Kolkata, (Scrutinizer) pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - Annexure II.

This is for your information and record.

Thanking You;
By Order
Yours faithfully;

For APL METALS LIMITED


Company Secretary M. No.-FCS-1889

Regd. Office/H.Office : 16/S,Block-A,2nd Floor, New Alipore Kolkata - 700053

Ph: +91 33 35838907 | Email: info@aplgroupco.com | Web: www.aplmetalsltd.com

CIN - L24224WB1948PLC017455

Unit I

Mouza-Kanakpur, P.O. Naranda,
Dist: Purba Medinipur,
Panakura-721139 (W.B.)

Unit II

260, B.T. Road, Sukchar,
Kolkata-700 115
West Bengal

Unit III

Plot No. B-4 & 5,
UPSIDC Industrial Area, Malwan,
Fatehpur- 212684 (U.P.)

APL METALS LIMITED

(Formerly Associated Pigments Limited)

(CIN: L 24224WB1948PLC017455)

Registered Office: 16/S, Block-A, 2nd Floor, New Alipore, Kolkata-700053,E-mail: aplcalcutta@rediffmail.com; Website: www.aplmetalsltd.com

Telephone : 03335836907

PROCEEDINGS OF 75th ANNUAL GENERAL MEETING (AGM)

1. The 75th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, the 25th September, 2024 at 12.30 P.M IST through Video Conferencing (VC) /Other Audio Video Means (OAVM). The registered office of the company at 16/S, Block-A, 2nd Floor, New Alipore, Kolkata-700053 was the deemed venue for 75th AGM.
2. Mr. Prakash Kumar Damani, Non- Executive Chairman of the Board chaired the 75th AGM.
3. The requisite quorum being present, the Chairman called the AGM to order. The total number of equity shareholders on the date was 10943. Out of this 76 number of equity shareholders attended the AGM through VC/OAVM from their respective location.
4. As per direction of Chairman Mr. Ram Narayan Prajapati, the Company Secretary deliberated matters relating to Remote-E Voting and Voting at the AGM, declaration of Voting Results as per Scrutinizers Report from Mr. A.K. Labh , Practicing Company Secretaries (FCS-4848)(CP-3238) in respect of following business transacted at AGM:

1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements for FY 2023-24 along with Report of Auditors and Directors thereon
2	Ordinary Resolution to re-appoint Mr. Prakash Kumar Damani (DIN: 01166790) as a retiring director
3	Ordinary Resolution to approve Material Related Party Transactions (RPT) with Promoter group.
4	Ordinary Resolution to approve Material Related Party Transactions (RPT) with Non-Promoter group of entities
5	Ordinary Resolution to ratify the remuneration of Cost Auditors for Financial Year 2024-25.

All the Resolutions were Ordinary Resolutions. Members were informed that members, who had not voted in Remote-E-Voting, can cast their vote within 30 minutes after conclusion of virtual meeting after which E-voting in respect of company EVSN-240808004 will be dis-abled by CDSL.



4. Thereafter, the Chairman introduced members of the Board and Key Managerial Persons who attended the AGM as under:

Sl	Name	Status
1	Mr. Sanjiv Nandan Sahaya	Managing Director and member of Audit Committee, Nomination and Remuneration Committee, CSR Committee and Stakeholders Relationship Committee attending AGM from Kolkata.
2	Mr. Rajendra Sahay	Independent director and Chairman of Audit Committee and Nomination and Remuneration Committee and member of CSR Committee expected attending AGM from Bangalore.
3	Mr. Varun Daga	Independent director and Member of Audit Committee attending AGM from Kolkata
4	Mrs. Harsha Sharma	Independent director and Chairperson of CSR Committee and member of Nomination and Remuneration Committee and Stakeholders Relationship Committee attending AGM from Kolkata.
5	Mr. Rajnish Gambhir	Executive Director and CFO attending AGM from Kolkata.

The Chairman also welcomed the other Panelists being representative of outgoing Statutory Auditors for FY2023-24 (i) Statutory Auditors , VPC & Associates, Kolkata (iii) Cost Auditors, B. Saha & Associates (iv) Secretarial Auditors , Rinku Gupta & Associates (v) Scrutinizer for AGM Mr. A.K. Labh, (vi) Internal Auditors JSGA & Associates and (vii) Six registered Speaker Shareholders who are expected attending the AGM from their respective locations. The Chairman expressed gratitude and placed on record the guidance and services rendered during their tenure as member of the Board and various committees of directors by Mr. Raghav Bajoria and Mr. Rahul Damani who had recently ceased to be directors due to resignation by them

5. The Chairman informed that the company had received valid representation under section 113 of the Companies Act, 2013 from three bodies corporate shareholders for participation at this AGM. Register of Directors Shareholding and other material documents for Inspection were available in Electronics mode . The Notice of 75th AGM already mailed to all the shareholders at their registered E-Mail Id along with the Audited Accounts containing an Unqualified Report on Accounts for FY 2023-24 and Directors Report thereon . Hence the same were taken as read.

6. The Chairman delivered his speech highlighting the state of economy, performance of company in FY 2023-24 and for FY 2024-25 up to 1st quarter ended June,2024 and for 5months up to August,2024 along with Future plans of the company.

7. It was reported that on the basis of the outcome of the combined voting results of Remote e-Voting and voting on the date of AGM received from Mr. Atul Kumar Labh (FCS:4848 – CP :3238) the scrutinizer , the Voting Results will be displayed by the Company on company's website www.aplmetalsltd.com and filed to Calcutta Stock Exchange for display on the website of the stock exchange within two days after conclusion of the 75th AGM .



8. Thereafter, the Chairman delivered his Statement to the Shareholders and deliberated on the proceedings .

9. The Chairman requested the Managing Directors to address the shareholders and continue with the proceedings. The Managing Directors reported about the resolutions voted at the AGM and declaration of Voting Results within 48 hours on receipt of Scrutinisers Report from Mr. Atul Kumar Labh (FCS:4848/CP:3238) of A.K. Labh & Co, Practising Company Secretaries, Kolkata.

10. The Managing Director invited the Six numbers of registered Speaker Shareholders to express their views and queries and also offered opportunity to other attending shareholders on their request though they had not empanelled. All were present and participated raising query on performance, future plan for devolvement and growth etc except one speaker namely Mr. Amit Kumar Banerjee (4th) who did not participate in raising any query. All the speakers shareholders appreciated the disclosure and timely compliance provided by the company. The managing director replied to the queries and proposed plan for revival and improving financial health for which necessary actions are being taken based on discussion with financing banks.

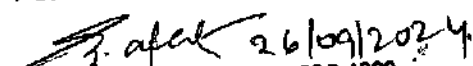
11. The Chairman thanked the participants and announced closure of the Meeting by VC/OAVM. He announced that the AGM will be concluded after remaining open for 30 Minutes after 12.56 PM for E-Voting by members who had not casted their votes.

12. The AGM commenced on Thursday, 26th September, 2024. at 12.30 afternoon and concluded at 12.56 PM allowing further 30 minutes for E-Voting to the shareholders till 1.26 PM.

Thanking You,

Your Faithfully

For APL METALS LIMITED


Company Secretary M. No.-FCS-1889

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 75th Annual General Meeting of
APL Metals Limited
(Formerly Associated Pigments Limited)
18/1A, Hindustan Road
Kolkata - 700 029**

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 75th Annual General Meeting (“AGM”) of the members of “*APL Metals Limited*” (*Formerly Associated Pigments Limited*) (“*Company*”) held on Thursday, the 26th day of September, 2024 at 12:30 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 6th day of August, 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (“CDSL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 23rd day of September, 2024 up to 5:00 P.M. IST on Wednesday, the 25th day of September, 2024.
2. The shareholders holding shares as on the “cut off” date, i.e. the 19th day of September, 2024 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the AGM dated the 6th day of August, 2024.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Thursday, the 26th day of September, 2024 around 01:35 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVSN : 240808004] are as under:



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

<A> ORDINARY BUSINESS:

a) Resolution 1 : Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for FY 2023-24 and Report of Auditors and Directors thereon

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	98	4825513	
E-voting at AGM	0	0	
Total	98	4825513	99.9550%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	2173	
E-voting at AGM	0	0	
Total	4	2173	0.0450%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**b) Resolution 2 : Ordinary Resolution****To re-appoint Mr. Prakash Damani (DIN: 01166790) as a retiring director***(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	98	4825513	
E-voting at AGM	0	0	
Total	98	4825513	99.9550%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	2173	
E-voting at AGM	0	0	
Total	4	2173	0.0450%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



** SPECIAL BUSINESS:****c) Resolution 3 : Ordinary Resolution****To approve Material Related Party Transactions (RPT) with Promoter group****(i) Voted in favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	98	4825513	
E-voting at AGM	0	0	
Total	98	4825513	99.9550%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	2173	
E-voting at AGM	0	0	
Total	4	2173	0.0450%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**d) Resolution 4 : Ordinary Resolution**

To approve Material Related Party Transactions (RPT) with Non-Promoter group of entities

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	98	4825513	
E-voting at AGM	0	0	
Total	98	4825513	99.9550%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	2173	
E-voting at AGM	0	0	
Total	4	2173	0.0450%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**e) Resolution 5 : Ordinary Resolution***To ratify the remuneration of Cost Auditors for Financial Year 2024-25**(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	98	4825513	
E-voting at AGM	0	0	
Total	98	4825513	99.9550%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	2173	
E-voting at AGM	0	0	
Total	4	2173	0.0450%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries



(CS A. K. LABH)
Practising Company Secretary
FCS – 4848 / CP No. – 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848F001326916

Place : Kolkata

Dated : 26.09.2024



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, Fax : (033) 2221-9381
Mobile : 98300-55689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

Witness:

1. *Rohit Kumar*

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

2. *Anushree Dasgupta*

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer

For APL Metals Limited

Rafal
28/09/2024

(Ram Narayan Prajapati)
Company Secretary &
Compliance Officer
FCS 1889

