

**APL METALS LIMITED**

(Formerly Associated Pigments Limited)

(CIN: L 24224WB1948PLC017455)

Registered Office: 18/1A, Hindustan Road, Kolkata -700029,

E-mail: apcalcutta@rediffmail.com; Website: www.associatedpigmentsltd.com

Telephone : 033 2465 2433/34; Fax : 033 2465 0925

**NOTICE OF 69<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that 69<sup>th</sup> Annual General Meeting of the Members of the Company will be held at Kala Mandir (Kalakunj), 48 Shakespeare Sarani, Kolkata – 700 017 on Friday, the 14th September, 2018 at 11:30 AM to transact the following business:

**ORDINARY BUSINESS**

**To Consider and if thought fit, to pass each of the following Ordinary Resolutions separately:-**

**1. To receive, consider and adopt the Financial Statements for FY 2017-18**

“RESOLVED THAT – the Audited Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2018 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted.”

**2. To re-appoint Mr. Ravi Nandan Sahaya (DIN –00059292), as a director retiring by rotation :-**

“RESOLVED THAT- Pursuant to section 149,152 and other applicable provisions of the Companies Act, 2013 Mr. Ravi Nandan Sahaya (DIN –00059292) who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a director liable to retire by rotation”.

**3. To re-appoint Mr. Prakash Kumar Damani (DIN –01166790), as a director retiring by rotation :-**

“RESOLVED THAT- Pursuant to section 149,152 and other applicable provisions of the Companies Act, 2013 Mr. Prakash Kumar Damani (DIN –01166790) who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a director liable to retire by rotation”.

**4. To re- appoint Statutory Auditors and fix their remuneration**

“ RESOLVED THAT pursuant to Section-139 ,142 and other applicable provisions of the Companies Act , 2013 read with the Companies (Audit and Auditors) Rules, 2014 **M/S Sanjay Maheswary & Co**, Chartered Accountants, (Firm Registration No-329718E), 21, Sarkar Bye Lane Kolkata – 700 007, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company for a balance period of Four consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to held in the year 2022 on a remuneration as may be determined by the Board of Directors of the Company.”

**SPECIAL BUSINESS**

**To consider and, if thought fit, to pass each of the following Resolutions separately :**

**5. Ordinary Resolution to appoint of Mrs. Roli Verma as Independent Director**

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mrs. Roli Verma (DIN- 08137239), who was appointed as an Additional Director of the Company in terms of section 161 of the Companies Act, 2013 by the Board of Directors on 18<sup>th</sup> May, 2018 and holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of

the Companies Act, 2013, proposing her for appointment as a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years up to 18<sup>th</sup> May, 2023 and she will not be liable to retire by rotation.”

**6. Special Resolution to approve continuation of Mr. Ravi Nandan Sahaya (DIN-00059292) as Non-Executive Director beyond the Age of 75 Years**

“RESOLVED THAT pursuant to the Regulation-17(1A) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and amendment thereto and other applicable provisions of the Companies Act, 2013; consent of Shareholders of the company be and is hereby given to Mr. Ravi Nandan Sahaya (DIN-00059292) to continue as a Director (Non-Executive) of the company even though he has completed seventy five years of age.”

**7. Ordinary Resolution to re-appoint and fix remuneration of Cost Auditors for FY 2018-19**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of Rs 62,000/- (Rupees Sixty Two Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals, to M/S. B. Saha & Associates, Cost Accountants of 8, Bansdroni Ambagan, P.O. – Bansdroni, Kolkata – 700070 for conducting the cost audit for the financial year ending on **31<sup>st</sup> March, 2019**, be and is hereby ratified and confirmed.”

Kolkata-700029  
Dated: 23<sup>rd</sup> July, 2018

By Order of the Board  
For APL Metals Limited  
**R. N. Prajapati**  
Company Secretary, Membership No – FCS-1889

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5. Appointment of Mrs Roli Verma as Independent Director**

In order to strengthen optimum composition of executive, non-executive and Independent directors and woman director in terms of Regulation-17, Mrs. Roli Verma (DIN- 08137239), was appointed as an Additional Director of the Company in terms of section 161 of the Companies Act, 2013 by the Board at their meeting held on 18<sup>th</sup> May, 2018 on recommendation of Nomination and Remuneration Committee. Mrs. Roli Verma hold office up to the date of the Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member along with a deposit of Rs. 1, 00,000/- to appoint her as Independent Woman Directors for a period of Five Years up to 18<sup>th</sup> May, 2023 under Section 149 of the Companies Act, 2013. She is not liable to retire by rotation and is entitled for the Fees for each meeting of the Board /Committee and reimbursement of actual expenses for meetings of the company attended by her.

The Company has received from her consent in writing to act as director in Form DIR 2 and intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks approval by members for appointment of Mrs. Roli Verma as an Independent Director who has given declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, she fulfills the criteria of independent director and is eligible for appointment as Independent director. None of the Directors or Key Managerial Personnel or their relatives except Mrs. Roli Verma, to whom the resolution relates is interested or concerned, financially or otherwise, in the aforesaid resolution. The Board recommends the resolution for the approval of the members.

**Item No. 6 –Appointment/continuation of Mr. Ravi Nandan Sahaya (DIN –00059292) as Non-Executive Director beyond the Age of 75 Years – As Special Resolution**

**Mr. Ravi Nandan Sahaya (DIN –00059292)** is Non-Executive Chairman of the company since September , 2008 and also Chairman of Shareholders Grievance Committee. He had joined the Board and was appointed as Deputy Chairman in the year, 1989. Thereafter, he was promoted as Vice Chairman after sad demise of the then Chairman Late Krishna Nandan Sahaya on 14<sup>th</sup> July, 1999. He holds Master Degree in English literature from Delhi University and has vast experience on Lead and Zinc business. In view of his long association with the company as director, deputy chairman, vice chairman and chairman of the company and vast experience , in the opinion of the Board of Directors his continuation as a director and as Chairman of the company is considered necessary , beneficial and in the interest of the company. Hence, your directors recommend the above resolution for approval by the Shareholders as required.

None of the Directors or Key Managerial Personnel or their relatives except Mr Ravi Nandan Sahaya , to whom the resolution relates is interested or concerned, financially or otherwise, in the aforesaid resolution. The Board recommends the resolution for the approval by the members.

Brief **resume of all the directors seeking appointment/reappointment** at the AGM and other particulars as required by SEBI (LODR) Regulation ,Section-149 and Schedule-IV of the Companies Act,2013 is furnished in the section “**Profile of Directors Seeking Appointment /Reappointment**” in the Corporate Governance Report (Annexure-1) of Directors Report forming part of this Annual Report.

**Item No. 7 - Ratification of Remuneration/Appointment of Cost Auditors for FY 2018-19**

The Board, on recommendation of the Audit Committee, has recommended appointment of M/S B. Saha & Co., Cost Accountants, Kolkata for the financial Year 2018-19 on remuneration of **Rs 62,000/- (Rupees Sixty Two Thousand Only)** plus applicable service tax and reimbursement of out of pocket expenses at actuals for conducting Cost Audit and to report in terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014 and any amendment thereto. The remuneration of Cost Auditors is required to be ratified by shareholders of the Company under Section 148 of the Act. Hence, consent of members is sought for appointment and remuneration as set out the Notice of the AGM.

None of the Directors or Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in the aforesaid resolution. The Board recommends the resolution for approval by the members.

Kolkata  
Dated: 23rd July, 2018

By Order of the Board  
For APL Metals Limited  
**R. N. Prajapati**  
Company Secretary, M. No – FCS-1889

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.**
- 3. The name of the company has been changed from "Associated Pigments Limited" to "APL Metals Limited" vide Certificate of Incorporation pursuant to change of Name issued by Government of India , Ministry of Corporate Affairs, Office of Registrar of Companies - Kolkata-700020, West Bengal, India on Twenty Fifth day of October Two Thousand Sixteen.**

4. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013** stating material facts relating to the Special Business to be transacted at this AGM is given separately with the Notice of AGM.  
In view of amendment in the law, Board of Directors recommends appointment / ratification of Statutory Auditors in item No- 4 of the Notice for the balance period of four years over and above one year period already completed by them till this Annual General Meeting since now ratification of appointment of Statutory Auditors at every Annual General Meeting is not required as per amended Section-139 of the Act.
5. Corporate Members are required to send to the company signed certified copy of the Board Resolution under section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
6. Members, Proxies should bring the enclosed Attendance Slip duly filled and signed for attending the AGM. Copies of Annual Report will not be provided at the AGM.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Relevant documents referred to in the accompanying notice including Annual Report for the financial year 2017-18 are open for inspection by members at the registered office of the company on all working days of the Company (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of AGM.
9. The Register of Members and Share Transfer Books will remain closed under Section 91 of the Companies Act, 2013 from **08th September, 2018 to 14th September, 2018 (both days inclusive)**.
10. **SEBI has issued Notification dated 8<sup>th</sup> June, 2018** amending various clauses of SEBI(LODR) Regulations, 2015 effective from 180 days from date of Notification, vide which except request for Transmission or Transposition of name, **any request for transfer of any listed securities cannot be processed unless they are in dematerialized Form with a depository**. Hence, all Shareholders are requested to dematerialize all the equity shares held in physical mode with a depository.
11. Members desiring any information on accounts are advised to write to the company at least seven days before the Meeting to enable the Management to keep the information ready at the Meeting.
12. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Accordingly, all members holding shares in Physical form are also requested to submit self-attested copy of PAN (both sides) to the Registrar & Share Transfer Agents.
13. Ministry of Corporate Affairs (MCA) has launched Green Initiative in Corporate Governance vide Circular No. 17/2011 dated 21st April, 2011 allowing dispatch of notices, Annual Report and other correspondence through electronic mode via E-Mails. All shareholders – both Physical and DP are requested to send their Email Id to our Registrar & Share Transfer Agent for a faster communication.
14. The Route Map to the venue of the meeting is given separately towards the end of the Annual Report for convenience of members to attend the meeting.
15. Members may appoint nomination for Physical Shares held by them by sending completed Form available with the Company's Registrar & Share Transfer Agent and directly with their DP for Shares held in electronic mode. The Nomination Form is available on Company website : [www.associatedpigmentsltd.com](http://www.associatedpigmentsltd.com)
16. Additional Information about the Directors to be appointed and reappointed at the Annual General Meeting as required by Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in Directors' Profile contained in the Corporate Governance Report forming part of this Annual Report.
17. The Notice of this AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
18. In terms of Investor Education and Protection Fund ( Uploading of Information regarding Unpaid and Unclaimed Amounts lying with the Companies) Rules, 2012 the Company has uploaded the information of Unpaid Dividend in its website : [www.associatedpigmentsltd.com](http://www.associatedpigmentsltd.com)  
**As mandated by SEBI; all the Shareholders (including each joint holder) holding shares of the company in Physical Mode are requested to send the physical copy of the followings URGENTLY to the Registrar and Share Transfer Agents (RTA) at their registered address given in the Annual Report.**
  - (1) Original cancelled cheque bearing printed name of each shareholder or copy of bank pass book/statement of Account duly attested by the Bank (original) to update Bank Accounts
  - (2) Self-attested copy of Income Tax PAN Card for all shareholders (including Joint) separately
  - (3) Self-attested copy of Aadhaar Card / Passport etc to record/ update address and furnish E-mail Id for all shareholders (including Joint) separately for faster communication.

**Alternatively, shareholders may dematerialize their holdings giving information to Depository.**

Shareholders holding shares in De-Mat form should ensure that these are registered/recorded with the Depository in which shares are held by them.

**19. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI ( Listing Obligations and Disclosures Requirements) Regulations ,2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper will be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
  - (i) The remote e-voting period commences on 11<sup>th</sup> September, 2018 (10:00 am) and ends on 13<sup>th</sup> September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 07<sup>th</sup> September,2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on “Shareholders” tab.
  - (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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (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](http://www.evotingindia.com) and voted on an earlier 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 the relevant Company Name i.e. **APL Metals 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 out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app. M-voting available for Android based mobiles. The m-voting app can be down loaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 20.** Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before **13th September, 2018**, up to 5:00 pm without which the vote shall not be treated as valid.



21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **7th September, 2018**.
22. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on **06th July, 2018**.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of **07th September, 2018**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **7th September, 2018**, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
25. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
26. Investors, who became members of the Company subsequent to the despatch of the Notice / Email and hold the shares as on the cut-off date i.e. **07th September, 2018** are requested to send the written / email communication to the Company at [aplcalcutta@rediffmail.com](mailto:aplcalcutta@rediffmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. Mr. Atul Kumar Labh , Practicing Company Secretary, CP No- 3238 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than two days of conclusion of the 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 and declare the result of the voting forthwith.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website- [www.associatedpigmentsltd.com](http://www.associatedpigmentsltd.com) and on the website of CDSL. The same will be communicated to the listed Calcutta Stock Exchange too.

Kolkata  
Dated: 23 rd July, 2018

By Order of the Board  
For APL Metals Limited

**R. N. Prajapati**  
Company Secretary, M. No – FCS-1889



**APL METALS LIMITED**

(Formerly Associated Pigments Limited) (CIN: L 24224WB1948PLC017455)

Registered Office: 18/1A, Hindustan Road, Kolkata -700029,

E-mail: aplcalcutta@rediffmail.com; Website : www.associatedpigmentsltd.com

Telephone : 033 2465 2433/34; Fax : 033 2465 0925

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the Meeting Hall)**

**(69th Annual General Meeting – 14<sup>th</sup> September, 2018 at 11.30 A.M.)**

I hereby record my presence at the **69th ANNUAL GENERAL MEETING** of the company on Friday, the 14<sup>th</sup> Sept,18 at 11.30 A.M. at "Kalakunj (Kala Mandir)", 48, Shakespeare Sarani, Kolkata - 700 017.

Full Name of Member (In BLOCK LETTERS).....

Registered Address : .....

Folio No. .... DP ID No. .... Client ID No.: .....

Full Name of Proxy (s) (In BLOCK LETTERS) .....

Nos of Shares held..... Member/Proxy(s) Signature: .....

.....**Tear off here**.....

**Form No. MGT – 11**

**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 Company: **APL METALS LIMITED** CIN: L24224WB1948PLC017455

Registered Office : 18/1A, Hindustan Road, Kolkata -700029

Name of Member/(s) .....

Registered Address : .....

E-mail Id : .....Folio No. .... DP ID No. ....

Client ID No.: .....

I/We, being a member(s) holding ..... Equity Shares of above named Company hereby appoint:

1. Name..... Address.....

E-mail Id.....Signature.....or failing him/her

2. Name..... Address.....

E-mail Id.....Signature.....or failing him/her

3. Name..... Address.....

E-mail Id .....Signature.....

As my/our Proxy to attend and vote on ( poll) for me / us, on my / our behalf at the **69th Annual General Meeting** of the Company to be held on Friday, 14th September, 2018 at 11.30 AM at Kalakunj (Kala Mandir), 48, Shakespeare Sarani, Kolkata - 700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated overleaf :



.....Tear off here.....

Sl.No	Resolutions	Vote For	Vote Against
1	To adopt Audited Financial Statements, Report of Board of Directors and Auditors thereon for FY 2017-18		
2	To re-appoint Mr.Ravi Nandan Sahaya as director liable to retire by rotation		
3	To re-appoint Mr. Mr. Prakash Kumar Damani Sahaya as director liable to retire by rotation		
4	To re-appoint Sanjay Maheswary & Co as Auditors & fix their remuneration		
	<b>B. SPECIAL BUSINESS</b>		
5	To appoint Mrs. Roli Verma as Independent Director for five years		
6	To approve continuation of Mr. Ravi Nandan Sahaya as director (Non-Executive) of the company even after completion of 75 years of age		
7	To confirm appointment & remuneration of Cost Auditor for FY 2018-19		

Signed this .....day of ..... 2018

Signature of Member.....

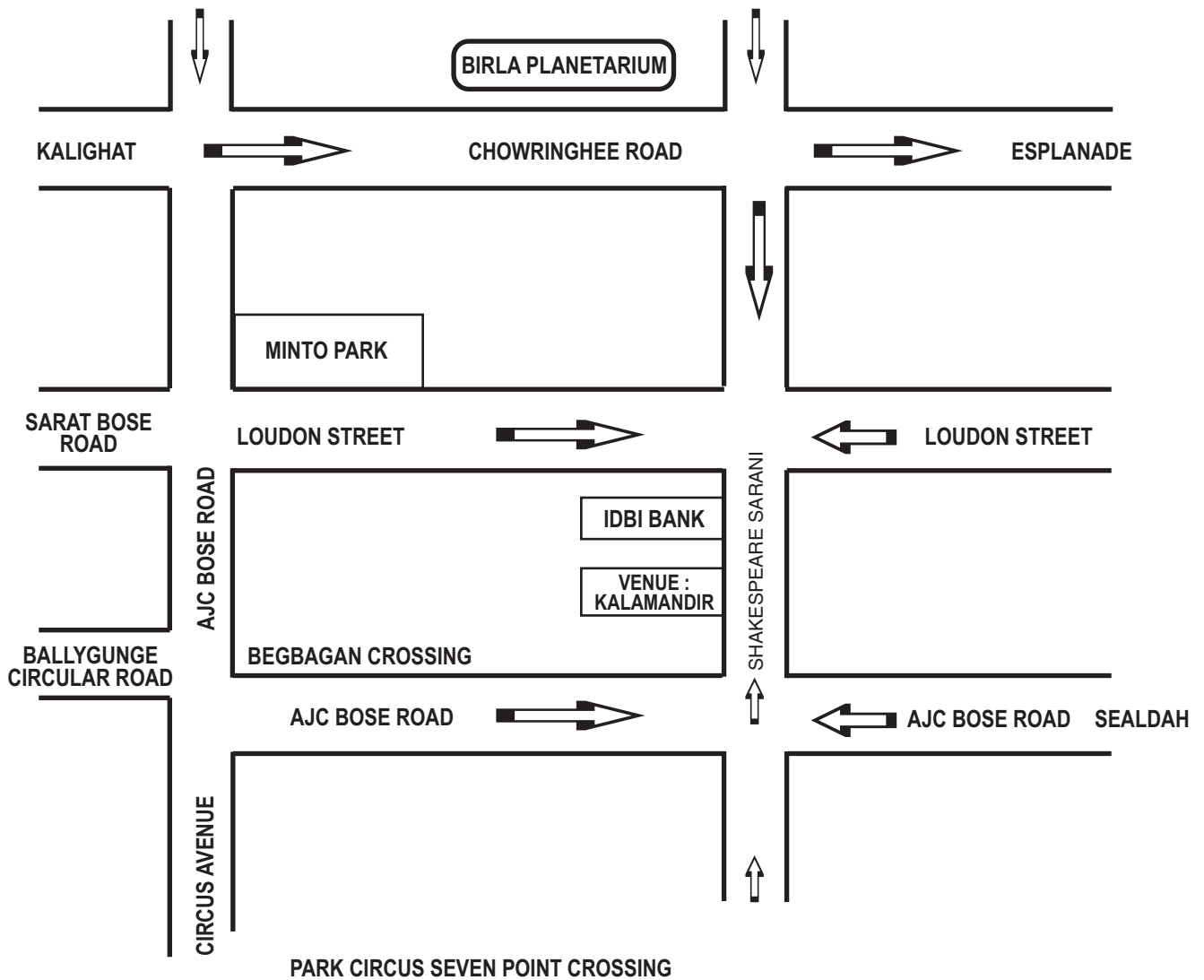
Affix  
Revenue  
Stamp

Signature of Proxy:

**NOTE: The Form of Proxy duly completed must be deposited at the Regd Office of the company not later than 48 hours before time of commencement of the meeting.**

**APL METALS LIMITED**  
(Formerly - Associated Pigments Limited)

ROUTE MAP for 69th AGM on 14th September, 2018, at 11.30 AM  
VENUE - Kalamandir (Kalakunj), 48, Shakespeare Sarani, Kolkata - 700 017



NOTE : Shareholders coming to the venue should follow applicable one way Traffic system