

APL METALS LIMITED

(CIN: L 24224WB1948PLC017455)

(Formerly Associated Pigments Limited)

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

E-mail: apalcalcutta@rediffmail.com; Website: www.aplmetalsltd.com

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

NOTICE OF 72ND ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that **72nd Annual General Meeting** of the Members of the Company will be held on Wednesday, the 29th September, 2021 at 12.30 P.M IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

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

1. **Ordinary Resolution to receive, consider and adopt the Financial Statements for FY 2020-21**
“RESOLVED THAT the Audited Standalone Financial Statements for the financial year ended 31st March, 2021 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted.”
2. **Ordinary Resolution to re-appoint Mr. Rahul Damani (DIN: 05216197) as a retiring director**
“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Rahul Damani (DIN: 05216197)**, who retires by rotation, and is eligible for re-appointment, be and is hereby re-appointed as a director liable to retire by rotation”.

SPECIAL BUSINESS

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

3. **Special Resolution to re-appoint Mr. Bijan Ray (DIN: 02668395) as Independent Director**
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule-IV and other applicable provisions of the Companies Act, 2013 as amended (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ modified and applicable, **Mr. Bijan Ray (DIN: 02668395)** who has given his consent for re- appointment and submitted a declaration that he meets the criteria of Independence and whose reappointment has been recommended by the Nomination and Remuneration Committee and has been approved by the Board be and is hereby re-appointed as an Independent Director for a second consecutive term of five years from 13th February, 2022 to 12th February 2027.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby given for continuation of directorship of **Mr. Bijan Ray (DIN: 02668395)** even after attaining the age of 75 years during his tenure.”

4. **Special Resolution to re-appoint Mr. Kumud Kumar Dubey (DIN: 07733333) as Independent Director**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule-IV and other applicable provisions of the Companies Act, 2013 as amended (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ modified and applicable, **Mr. Kumud Kumar Dubey (DIN: 07733333)** who has given his consent for re-appointment and submitted a declaration that he meets the criteria of Independence and whose reappointment has been recommended by the Nomination and Remuneration Committee and has been approved by the Board, be and is hereby re-appointed as an Independent Director for a second consecutive term of five years from 13th February, 2022 to 12th February 2027.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby given for continuation of directorship of **Mr. Kumud Kumar Dubey (DIN: 07733333)** even after attaining the age of 75 years during his tenure.”

5. **Ordinary Resolution to appoint Mr. Raghav Bajoria (DIN: 08713745) as Director of the Company, liable to retire by rotation.**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, **Mr. Raghav Bajoria (DIN: 08713745)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st July, 2021 and holds office till the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **Ordinary Resolution to appoint Mrs. Harsha Sharma (DIN: 09255202) as an Independent Women Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Harsha Sharma (DIN: 09255202)** whose appointment was recommended by the Nomination and Remuneration Committee and who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 3rd August, 2021, and holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 3rd August, 2021 to 2nd August, 2026, and will not be liable to retire by rotation.

7. **Ordinary Resolution to ratify the remuneration of Cost Auditors for Financial Year 2021-22**

“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. 67,000/- (Rupees Sixty Seven Thousand Only)** plus applicable tax and reimbursement of out of pocket expenses at actuals, to M/s. B. Saha & Associates, Cost Accountants of C-53, Sonali Park, Bansdroni, P.O.- Bansdroni, Kolkata - 700070 for conducting the cost audit for the financial year ending on **31st March, 2022** approved by Board of Directors of the Company, be and is hereby ratified.”

Place : Kolkata
Date : 3rd August, 2021

By Order of the Board For
APL Metals Limited
Ram Narayan Prajapati , (Membership No- F1889)
Company Secretary & Compliance Officer

NOTES:

1. In view of the ongoing extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be strictly followed by every individual. Therefore, Ministry of Corporate Affairs ('MCA'), vide its circular dated January 13, 2021 read with earlier circulars dated May 05, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as „MCA Circulars), permitted the companies to hold the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing („VC) / Other Audio-Visual Means ('OAVM'), without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 („Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Deemed venue of the AGM shall be the Registered Office of the Company at 18/1A, Hindustan Road, Kolkata -700029.
2. Explanatory Statement setting out material facts with respect to item no-2 and Special business at Item Nos. 3 to 7 in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM are given in Annexure to the notice of 72nd AGM.
6. M/s. Sanjay Maheswary & Co., Chartered Accountants (ICAI Firm Registration No. 329718E) were appointed by the members as Statutory Auditors of the Company, till the conclusion of the Annual General Meeting of the Company to be held in year 2022. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this 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. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN: INE578E01019 In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.

9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. All documents referred in accompanying Notice and Explanatory Statement and other statutory documents will be available for Inspection in electronic mode and members may write to the company specifying the document by mail at aplagn@aplgroupco.com
11. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 22nd September, 2021.
13. Mr. A. K. Labh, Practicing Company Secretary (FCS : 4848) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.
14. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
15. The Results shall be declared within two days of the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company s website www.aplmetalsltd.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
16. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/S Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, R.No- 7A & 7B, Kolkata-700017. Tel No.: (033) 2280-6616/6617/6618; e-mail id: nichetechpl@nichtetechpl.com

For KYC Compliance mandated by SEBI, all the Shareholders holding shares in Physical Mode are requested to send the physical copy of following documents to the Registrar & Share Transfer Agents

IT Pan Card	Self-Attested signed Copy of Pan Card of all the shareholder (s)
Ful Bank Account details of First holder	Cancelled Cheque Leaf with pre-printed name of first holder or Copy of First Page and Last Page of Latest Bank Statement or Pass book of First holder giving Account Type and Number, Branch details, IFSC Code, 9 digit MICR Code duly signed and attested by bank
Address Proof	Self-attested copy of Aadhaar-card/Passport or/Driving Licence (Not expired) of all the shareholder (s) giving full Postal address with Pin Code
E-mail ID	For First Named Shareholder (mandatory). May send for joint holders.
Specimen Signature/s (Optional)	Specimen Signature/s giving full address duly signed and verified by Bank Manager in original giving Code No & official Seal of bank (If you wish to update your signature in the records of the company)
If you have already dematerialised your shares or now dematerialize the same , the above will not be required as same will be available with Depository.	

17. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders
18. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
19. 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 atleast 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 Chairman 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.
20. 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.
21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , 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.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Annual Report for Financial year 2020-2021 has been uploaded on the website of the Company at www.aplmetalsltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. CSE Limited The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
23. **The intructions of Shareholders for E-Voting and joining Virtual Meetings are as under:**
 - (i) The voting period begins on Sunday, the 26th September, 2021 from 09.00 A.M and ends on Tuesday, 28th September, 2021 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 22nd September, 2021 (cut-off date / record date) 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-

	<p>Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under „IDeAS section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under „Shareholder/Member section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <APL METALS LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 without which vote shall not be treated as valid.
- 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 at the email address aklabhcs@gmail.com and to the Company at the email address viz; aplagn@aplgroupco.com on or before 26th September, 2021. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

24. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM

but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at aplagn@aplgroupco.com These queries will be replied to by the company suitably by email.

8. However, shareholders may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the shareholders will be dealt with accordingly.
 9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 10. 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.
 11. 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.
25. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
1. Members are requested to notify immediately any change in their address and also intimate their active Email ID to their respective Depository Participants (DP) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent of the Company i.e. M/S Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, R.No- 7A & 7B, Kolkata- 700 017. Tel No.: (033) 2280-6616/6617/6618; e-mail id: nichetechpl@nichetechpl.com and to the Company at the email address viz; aplagn@aplgroupco.com to receive the soft copy of all communication and notice of the meeting etc. of the company.
 2. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company at aplagn@aplgroupco.com and RTA at nichetechpl@nichetechpl.com.
 3. For Demat shareholders -, Please update your email id, mobile no & change of Address if any with your respective Depository Participant (DP)
 4. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
26. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
27. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED WITH THE NOTICE OF 72nd ANNUAL GENERAL MEETING OF SHAREHOLDERS OF APL METALS LIMITED

1. Information about Directors seeking Appointment/Reappointment

Full information for each of the directors seeking Appointment / Reappointment at the Annual General Meeting such as age, qualification, experience, expertise, relationship with other directors, other directorship, remuneration are given in the *Annexure to this Notice*. The following information are further provided in respect of directors seeking appointment/re-appointment at the Annual General Meeting forming part of this Annual Report for the year.

(i) Item No 2 of Notice relating to re-appointment of Directors Retiring by Rotation

Mr. Rahul Damani (DIN: 05216197) retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment as a director retiring by rotation. The Company has received his consents under section-152(5) of the Companies Act, 2013 in Form-DIR-2 and confirmations under Section-164(2) in Form-DIR-8 that he is free from disqualification for being a director..

None of the other Directors or Key Managerial Personnel or his relatives except Mr Prakash Kumar Damani and Mr. Sanjay Sarma are deemed interested or concerned, financially or otherwise, in resolution.-2 of the Notice. The Board recommends his re-appointment.

(ii) Item No 3 and 4 relating to appointment of Independent Directors for Second Term

Mr. Bijan Ray (DIN: 02668395) and Mr. Kumud Kumar Dubey (DIN: 07733333) were appointed as Independent Directors for first term of five years at the 68th Annual General Meeting held on 15th September, 2017. The Company has received the consent under section-152(5) of the Companies Act, 2013 in Form-DIR-2 and confirmations under Section-164(2) in Form-DIR-8 from them that they are free from any disqualification from being a director. The company has also received declarations separately confirming that they meet the criteria of Independence under Section-149(6) of the Act.

Mr. Bijan Ray is chairman of Audit Committee of the company. Mr. Kumud Kumar Dubey is member of Nomination and Remuneration Committee. Mr. Bijan Ray and Mr. Kumud Kumar Dubey will be completing age of 75 years prior to their retirement on 12th February, 2027. Hence, in compliance to the Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 and provisions of the Act and , on recommendation of Nomination and Remuneration Committee , the Board of Directors of the Company have approved appointment of these two independent directors for a second term of five years up to 12th February, 2027 and continuation of Mr. Bijan Ray and Mr. Kumud Kumar Dubey after completion of 75 years of age subject to approval by shareholders by passing of Special Resolutions No-3 and 4 separately.

In the opinion of the Board , the company s Independent directors fulfills the criteria of independence as mentioned in SEBI(LODR) Regulations, 2015 read with Section-149 of the Company s Act , 2013 as amended. All independent directors are independent of the management of the company.

None of the other directors or Key Managerial Managerial Personnel is interested or concerned, financially or otherwise, in resolution No-3 and 4 respectively.

In view of vast professional knowledge and experience the Board believe that their continuation as Independent Directors will be in the interest of the company. Hence, your directors recommend their appointments as Independent directors for a second term of five years from 13th February, 2022 to 12th February 2027.

(iii) Item No 5 - appointment of Mr. Raghav Bajoria (DIN: 08713745) as a Director

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Raghav Bajoria (DIN: 08713745) as an Additional Director to hold office as Non-Executive (Non-Independent) Director on the Board of the Company with effect from 1st July, 2021, upto the date of this Annual General Meeting, Mr. Raghav Bajoria is a Bachelor of Business Management and has more than 8 years of experience in Marketing, Purchase, Finance, and administration.

The Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. Raghav Bajoria, has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and recommended to the shareholders, appointment of Mr. Raghav Bajoria, as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.

None of the other directors or Key Managerial Managerial Personnel except his relative Mr. Sanjiv Nandan Sahaya is interested or concerned, financially or otherwise, in resolution No-5.

(iv) Item No 6 - appointment of Mrs. Harsha Sharma (DIN: 09255202) as an Independent Women Director of the Company

In order to strengthen optimum composition of executive, non-executive in terms of Regulation-17, Mrs. Harsha Sharma, 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 3rd August, 2021 on recommendation of Nomination and Remuneration Committee in terms of Section 178 (1) of the Companies Act, 2013. She 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 to appoint her as Independent Woman Directors for a period of Five Years with effect from 3rd August, 2021 to 2nd August, 2026 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.

In the opinion of the Board, Mrs. Harsha Sharma fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company. The Committee and the Board are of the opinion that in view of her professional qualification and being from a business family, Mrs. Harsha Sharma brings with her skills, expertise and competencies which is likely to benefit the Company.

The Company has received consent from her 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. Harsha Sharma as Independent women 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 other 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 the approval of the members.

(v) Item No.7 – Ratification of remuneration to Cost Auditors for FY 2021-22.

The Board, on recommendation of the Audit Committee, has recommended appointment of M/s B. Saha & Co., Cost Accountants, Kolkata for the financial Year 2021-22 on remuneration of *Rs 67,000/- (Rupees Sixty Thousand Only)* plus applicable 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 in 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 confirmation by the members.

Place : Kolkata
Date : 3rd August, 2021

By Order of the Board For
APL Metals Limited
Ram Narayan Prajapat, Company Secretary
Membership No- F1889

ANNEXURE TO THE NOTICE OF 72ND AGM
Information relating to Directors seeking appointment/re-appointment
at the 72nd Annual General Meeting

(Pursuant to Section 102 of the Act and Regulation-36 (3) of SEBI (LODR) Regulations, 2015)

Resolution No-2 - Reappointment of Mr. Rahul Damani

Name of the Director/DIN	Mr. Rahul Damani (DIN-05216197) Non-Executive Director
Age / Date of Birth	03rd April, 1987 - 34 years
Qualification	MBA Finance from De Montfort University UK.
Experience / Brief Resume	Above 8 years exposure in Finance, accounting and commercial aspects.
Remuneration-FY 2020-21	Nil
Proposed Remuneration	Nil
Date of First Appointment on Board	12th November, 2016
No of Equity Shares held on 31.03.2021	Nil
Relationship with director	Related to Prakash Kumar Damani and Sanjay Sarda
No of Board Meetings Attended in FY 2020-21	Held Four / Attended Four
Directorship of other Boards on 31.03.2021	(1) Dd Texcon Private Limited (2) Goldstar Merchants Pvt.Ltd. (3) Vindhya Industries Private Ltd (4) Bengal Infrabuilder Limited (5) Damani Infracon Private Limited (6) Damani Finvest Private Limited (7) Wellbeing Beauty Services Private Limited
Membership/Chairmanship of other Boards as on 31.03.2021	None

Resolution No-3 - Reappointment of Mr. Bijan Ray

Name of the Director/DIN	Mr. Bijan Ray (DIN-02668395) Independent Director
Age / Date of Birth	12th May, 1947 - 74 years
Qualification	Fellow Member of Institute of Chartered Accountants of India,
Experience / Brief Resume legal and corporate management	Above 49 years exposure in accounting, audit, taxation,
Remuneration-FY 2020-21	Rs 32,000/- as sitting Fee for meetings attended
Proposed Remuneration	Sitting Fees only for number of meetings to be attended by him
Date of First Appointment on Board	13th February, 2017
No of Equity Shares held on 31.03.2021	500 (Five Hundred only)
Relationship with director	None
No of Board Meetings Attended in FY 2020-21	Held Four / Attended Four
Directorship of other Boards on 31.03.2021	None
Membership/Chairmanship of other Boards as on 31.03.2021	None

Resolution No-4 - Reappointment of Mr. Kumud Kumar Dubey

Name of the Director/DIN	Mr. Kumud Kumar Dubey (DIN-07733333) Independent Director
Age / Date of Birth	19 th December, 1949 – 72 years
Qualification	Metric,
Experience / Brief Resume	Above 43 years experience in public relation
Remuneration-FY 2020-21	Rs 32,000/- as sitting Fee for meetings attended
Proposed Remuneration	Sitting Fees only for number of meetings to be attended by him
Date of First Appointment on Board	13 th February, 2017
No of Equity Shares held on 31.03.2021	Nil
Relationship with director	None
No of Board Meetings Attended in FY 2020-21	Held Four / Attended Four
Directorship of other Boards on 31.03.2021	None
Membership/Chairmanship of other Boards as on 31.03.2021	None

Resolution No-5 - Appointment of Mr. Raghav Bajoria

Name of the Director/DIN	Mr. Raghav Bajoria (DIN -08713745) Non-Executive
Age / Date of Birth	7 th December , 1986 – 35 Years
Qualification	Bachelor of Business Managemet (B.B.M)
Experience / Brief Resume Purchase, Finance, and administration	More than 8 years of experience in Marketing,
Remuneration-FY 2020-21	Nil
Proposed Remuneration	Entitled to sitting Fees for number of meetings attended
Date of First Appointment on Board	01/07/2021 as Additional Director
No of Equity Shares held on 31.03.2021	Nil
Relationship with other director or KMP	Related to Sanjiv Nandan Sahaya, Chairman & Managing Director
No of Board Meetings Attended in FY 2020-21	Not Applicable
Directorship of other Boards on 31.03.2021	(1) Island Star Mall Developers Private Limited (2) Palladium Constructions Private Limited (3) Sparkle One Mall Developers Private limited (4) Mindstone Mall Developers Private limited
Membership/Chairmanship of committees of other Boards as on 31.03.2021	None

Resolution No-6 - Appointment of Mrs. Harsha Sharma

Name of the Director/DIN	Harsha Sharma (DIN-09255202) Independent Director
Age / Date of Birth	6 th July, 1986 - 35 years
Qualification	B.E in Computer Science
Experience / Brief Resume construction.	Above 5 years experience in technology and civil construction.
Remuneration-FY 2020-21	Nil
Proposed Remuneration	Sitting Fees only for number of meetings to be attended by him
Date of First Appointment on Board	3 rd August, 2021
No of Equity Shares held on 31.03.2021	Nil
Relationship with director	None
No of Board Meetings Attended in FY 2020-21	Nil
Directorship of other Boards on 31.03.2021	None
Membership/ Chairmanship of other Boards as on 31.03.2021	None