

## **APL METALS LIMITED**

(CIN: L 24224WB1948PLC017455)

(Formerly Associated Pigments Limited)

Registered Office: 16/S Block-A, 2<sup>nd</sup> Floor, New Alipore, Kolkata-700053,

E-mail: [aplcalcutta@rediffmail.com](mailto:aplcalcutta@rediffmail.com); Website: [www.aplmetalsltd.com](http://www.aplmetalsltd.com)

Telephone: 03335836907

### **NOTICE OF 75<sup>th</sup> ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that **75<sup>th</sup> Annual General Meeting** of the Members of the Company will be held on Thursday, the 26<sup>th</sup> September, 2024 at 12.30 P.M IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

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

#### **ORDINARY BUSINESS**

1. **Ordinary Resolution to receive, consider and adopt the Financial Statements for FY 2023-24**

“RESOLVED THAT the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024 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. Prakash Damani (DIN: 01166790) as a retiring director**

“RESOLVED THAT pursuant to Section 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”.

#### **SPECIAL BUSINESS**

3. **Ordinary Resolution to approve Material Related Party Transactions (RPT) with Promoter group**

“RESOLVED THAT pursuant to Section-188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, supplemented or re-enacted from time to time , recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for transactions relating to availing of loan/financial facilities and repayment of loan, payment of finance cost involving sale / purchase / leasing / assignment and services with specified Related Parties of the Promoters group within the limits fixed for each entity pursuant to Section 180(1)(c) of the Act within an overall limit not exceeding

an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in a financial year in the ordinary course of business at arm's length price and on the terms and conditions as may be approved by the Board of Directors of the Company on recommendation of Audit Committee from time to time during the financial years 2024-25 to 2030-31

**“RESOLVED FURTHER THAT** all actions taken by the Board on above matters in respect of aforesaid transaction/s with such Promoter group entities be and is hereby approved, ratified and confirmed and the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

4. **Ordinary Resolution to approve Material Related Party Transactions (RPT) with Non-Promoter group of entities**

**“RESOLVED THAT** pursuant to Section-188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), the Company’s Policy on Related Party Transactions and all other applicable laws and regulations, supplemented or re-enacted from time to time recommendation of the Audit Committee and the Board of Directors of the Company , consent of the members of the Company be and is hereby accorded for transactions relating to availing of loan/financial facilities and repayment of loan, payment of finance cost involving sale / purchase / leasing / assignment and services with specified Related Parties of the Non-Promoters group within the limits fixed for each entity pursuant to Section 180(1)(c) of the Act within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in a financial year in the ordinary course of business at arm's length price and on the terms and conditions as may be approved by Board of Directors of the Company on recommendation of Audit Committee from time to time during the financial years 2024-25 to 2030-31.

**“RESOLVED FURTHER THAT** all actions taken by the Board on above matters in respect of aforesaid transaction/s with such Non-Promoter group entities be and is hereby approved, ratified and confirmed and the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

5. Ordinary Resolution to ratify the remuneration of Cost Auditors for Financial Year 2024-25

“**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, Banskroni, P.O.- Banskroni, Kolkata - 700070 for conducting the cost audit for the financial year ending on **31st March, 2025** as approved by Board of Directors of the Company, be and is hereby ratified.”

By Order of the Board  
For **APL Metals Limited**

Place: Kolkata

Dated: 6th August, 2024

Ram Narayan Prajapati, Company Secretary  
M. No - FCS-1889

**NOTES:**

1. In compliance with the circular issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), vide its General Circular vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated December 14, 2021, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023. Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the Annual General Meeting ('AGM' / 'Meeting') of the Company is being held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the shareholders at a common venue. Deemed venue of the AGM shall be the Registered Office of the Company at 16/S Block-A, 2<sup>nd</sup> Floor, New Alipore, Kolkata-700053.
2. 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 the MCA Circulars, 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. 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 Chairpersons 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.
4. 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.
5. Pursuant to MCA Circulars 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.

6. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at [www.aplmetalsltd.com](http://www.aplmetalsltd.com). The Notice can also be served to Calcutta Stock Exchange for their website uploading. 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](http://www.evotingindia.com)).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. ***The Registered Office / Head Office of APL Metals Limited has been shifted to 16/S Block-A, 2<sup>nd</sup> Floor, New Alipore, Kolkata-700053 with effect from 1<sup>st</sup> July, 2024. Further please note that we have already vacated our earlier office from 18/1A Hindustan Road, Kolkata-700029 to above place.***
9. **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 THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
10. Explanatory Statement setting out material facts with respect to Special business at Item Nos. 3 to 5 in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
11. 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 75<sup>th</sup> AGM.
12. Requisite information for the director seeking re-appointment 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 .
13. 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](mailto:aplagn@aplgroupco.com)
14. 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.
15. **Mandatory furnishing of KYC details and nomination by holders of physical securities:** SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has prescribed certain mandatory provisions with regard to "Common and

Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. The said SEBI circular prescribes following norms, in case the shares are held in physical mode:

- i. Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- ii. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- iii. Freezing of folios without valid PAN, KYC details and Nomination
- iv. The Company has also uploaded the followings on the website of the Company at [www.aplmetalsltd.com](http://www.aplmetalsltd.com) as per SEBI circular:
  - i. Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.
  - ii. Form No. ISR-2-confirmation of signature of securities holder by the Banker.
  - iii. Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
  - iv. Form No. SH-13-nomination form.
  - v. Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and RTA are also available on the website of the Company at [www.aplmetalsltd.com](http://www.aplmetalsltd.com)

16. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024 (both days inclusive).
17. 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 19<sup>th</sup> September, 2024.
18. Mr. A. K. Labh, Practicing Company Secretary ( FCS : 4848 / CP : 3238 ) 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](mailto:aklabhcs@gmail.com)
19. 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.
20. The Results shall be declared within Two (2) Working Day 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](http://www.aplmetalsltd.com) and on the website of CDSL within two (2) working 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.
21. **The instructions of Shareholders for E-Voting and joining Virtual Meetings are as under:**
  - Step 1** : Access through Depositories CDSL/NSDLe-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, the 23<sup>rd</sup> September, 2024 from 09.00 A.M and ends on Wednesday, 25<sup>th</sup> September, 2024 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 19<sup>th</sup> September, 2024 (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.

**Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



Individual Shareholders holding securities in demat mode with NSDL Depository

- 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.nsdl.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.
  
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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 &amp; 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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) and to the Company at the email address viz; [aplagnm@aplgroupco.com](mailto:aplagnm@aplgroupco.com) on or before 23<sup>rd</sup> September, 2024. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## 22. 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, i.e., by 5:00 PM IST on or before 23<sup>rd</sup> September, 2024 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](mailto:aplagn@aplgroupco.com) These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. 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.
  10. 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.
- 23. 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](mailto:nichetechpl@nichetechpl.com) and to the Company at the email address viz; [aplagn@aplgroupco.com](mailto: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](mailto:aplagn@aplgroupco.com) and RTA at [nichetechpl@nichetechpl.com](mailto: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.
24. 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](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 22 55 33
25. 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED WITH THE NOTICE OF 75<sup>th</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF APL METALS LIMITED TO BE HELD ON 26<sup>th</sup> SEPTEMBER, 2024**

**(1) Item No. 3-Ordinary Resolution to approve material related party transactions with promoter’s group**

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued thereunder and SEBI (LODR) Regulations, 2015 , Company’s Policy on Materiality of Related Party Transactions and other applicable provisions of law , the Company seeks consent of the members through ordinary resolution in respect of Material Related Party Transaction/s with Promoter Group which may exceeds ten percent of the annual turnover of the current financial year , i.e., 2024-25 or thereafter.

Information required to be given under Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 for above are disclosed as under;

**1. Related Parties of Promoter Group, Relationship, Financial Limits:**

SL No.	Name of the Related Party	Nature, material terms monetary value and particulars of the contract (Rs/Crores)	Name of the Director/KMP who is related	Nature of Relationship
1	Sahaya Properties and Investment Pvt Ltd	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%.	Sanjiv Nandan Sahaya	Member
2	MAC Services Pvt Ltd	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%	Sanjiv Nandan Sahaya	Member / Director
3	KL Commercial Private Limited	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%	Sanjiv Nandan Sahaya	Member / Director
4	Mr. Sanjiv Nandan Sahaya	Borrowing of Loan upto : 25 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%	Raghav Bajoria	Son in Law
5	Mrs Saloni Sahaya	Borrowing of Loan upto : 25 Tenure : 5 years subject to renewal Rate of Interest : not exceeding	Sanjiv Nandan Sahaya	Daughter
			Raghav Bajoria	Spouse

		12%		
6	Mrs. Pammi Sahaya	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewalRate of Interest : not exceeding 12%	Sanjiv Nandan Sahaya	Spouse
	<b>Total Amount</b>	<b>250</b>		
	<b>Maximum in aggregate in a financial year</b>	200		

2. Nature of Transactions/source of funds

(i)	Obtaining financial support as loan or otherwise and facilities out of their own funds or resources at Arm’s Length Price linked to Rate of Return to banks/NBFC
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3. Justification and rationale for the transaction

The company has already availed from promoters’ group financial support by way of Loans/Collateral securities to augment quasi capital on interest at arm’s length in compliance to financial norms of working capital banks /rating agency and other statutory stipulations which are in the interest of the company and has supported continuity of smooth business operations. These are required to be continued depending on future developments and needs of the company Hence, the Board of Directors recommends the above resolutions to be passed by Shareholders as Ordinary Resolution.

4. Other Disclosures

Financial Limit, Period, Terms.	<p>Within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in the ordinary course of business at arm’s length price and on the terms and conditions as may be approved by Board of Directors of the Company on recommendation of Audit Committee during a period of Six Financial years starting with FY 2024-25 and ending with FY 2030-31.</p> <p>The above aggregate limit of INR 200 Crores is below 29 % and all individual limit for each entity is below 8 % of the reported turnover of the company as per Audited Accounts for FY 2023-24.</p>
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Declaration	No director other than the directors disclosed above is financially or otherwise interested in the above resolution
Other relevant information	All the above disclosures forms parts of all disclosures required otherwise in terms of regulatory requirements of law prevailing on the date of Notice of this AGM and the statement setting out material facts relating to special business as per section-102(1) of the Companies Act, 2013.

(2) **Item No. 4 - Ordinary Resolution to approve material Related Party transactions(RPT) with Non- Promoter group**

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued thereunder and SEBI (LODR) Regulations, 2015 , Company’s Policy on Materiality of Related Party Transactions and other applicable provisions of law , the Company seeks consent of the members through ordinary resolution in respect of Material Related Party Transaction/s with Non-Promoter Group which may exceeds ten percent of the annual turnover of the current financial year , i.e., 2024-25 or thereafter.

Information required to be given under Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 for above are disclosed as under;

**1. Related Parties of Non-Promoter Group, Relationship, Financial Limits:**

SL No.	Name of the Related Party	Nature, material terms monetary value and particulars of the contract (Rs/Crores)	Name of the Director/KMP who is related	Nature of Relationship
1	Damani Finvest Private Limited	Borrowing of Loan upto : 100 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%	Prakash Kumar Damani, Rahul Damani	Member / Director
2	Gold Star Merchants Pvt Ltd	Borrowing of Loan upto : 100 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%	Prakash Kumar Damani, Rahul Damani	Member / Director
3	Sanjay Sarda	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal	Prakash Kumar Damani, Rahul Damani	Relative



		Rate of Interest : not exceeding 12%		
4	Prakash Kumar Damani	Borrowing of Loan upto : 50 Tenure : 5 years subject to renewal Rate of Interest : not exceeding 12%.	Rahul Damani	Son
	<b>Total Amount</b>	<b>300</b>		
	<b>Maximum in aggregate in a financial year</b>	<b>200</b>		

5. Nature of Transactions/source of funds

(i)	Obtaining financial support as loan or otherwise and facilities out of their own funds or resources at Arm's Length Price linked to Rate of Return to banks/NBFC
(ii)	Disposal/Sale/Leasing/ Joint Venture/Joint Development/Assignment of Property or otherwise dealing with goods/property for a consideration at Arm's Length Price with statutory disclosures to the financing banks and other institutions/ authorities

6. Justification and rationale for the transactions

The company has already availed from non-promoters' group financial support by way of Loans to augment long term finances on interest at arm's length to meet financial norms of working capital banks /rating agency and other statutory stipulations to increase production/sales revenue and support continuity of smooth business operations. The company also proposes to raise long term financial resources by engaging in to realty business /Joint development of property as disclosed in the Annual Report, 2023-24 which may require involment of financial support. Hence, the Board of Directors recommend the above resolution to be passed by Shareholders as Ordinary Resolution.

7. Other Disclosures :

Financial Limit, Period, Terms.	<p>Within an overall limit not exceeding an aggregate amount of INR 200 Crores (Rupees Two hundred crores only) in one or more tranches in the ordinary course of business at arm's length price and on the terms and conditions as may be approved by Board of Directors of the Company on recommendation of Audit Committee during a period of six Financial years starting with with FY 2024-25 and ending with FY 2030-31.</p> <p>The above aggregate limit of INR 200 Crores is below 29 % and all individual limit for each entity is below 8 % of the reported turnover of the company as per Audited Accounts for FY 2023-24.</p>
Declaration	No director other than the directors disclosed above is financially or otherwise interested in the above resolutions.
Other relevant information	All the above disclosures forms parts of all disclosures required otherwise in terms of regulatory requirements of law prevailing on the date of Notice of this AGM and the statement setting out material facts relating to special business as per section-102(1) of the Companies Act, 2013.

(3) **Item No. 4- Ratification of remuneration to Cost Auditors for FY 2024-25.**

The Board, on recommendation of the Audit Committee, has recommended appointment of M/s B. Saha & Co., Cost Accountants, Kolkata for the financial Year 2024-25 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.

By Order of the Board  
For APL Metals Limited

Place: Kolkata

Dated: 6th August,2024

Ram Narayan Prajapati, Company Secretary

M. No - FCS-1889

**ANNEXURE TO THE NOTICE OF 75<sup>TH</sup> AGM**  
**Information relating to Directors seeking appointment/re-appointment**  
**at the 75<sup>th</sup> 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. Prakash Kumar Damani**

Name /DIN/Status	Mr. Prakash Kumar Damani / (DIN -01166790) / Non-Executive
Age / Date of Birth	28th June , 1962 – 63 Years
Qualification	B.Com from St Xaviers College , Kolkata
Experience /Brief Resume	More than 42 years’ experience in finance, accounting, telecom & wireless , Infrastructure & other business
Remuneration-FY 2023-24	Nil
Proposed Remuneration	Entitled to sitting Fees for number of meetings attended
Date of First Appointment on Board	12/11/2016 as director
Shareholding in the Company as on 31.03.2024 (No. of shares)	Nil
a) Self	
b) Beneficial Interest	
Relationship with other directors or KMP of the Company	Related to Rahul Damani (DIN:05216197)
No of Board Meetings Attended in FY 2023-24	Four out of Four
Directorship in other Public Limited Companies as on 31.03.2024	NIL
Membership/Chairmanship of committees of other Boards as on 31.03.2024	None (Committees is as per Regulation 26 of the Listing Regulations, viz. Audit Committee and Stakeholders’ Relationship Committee)
Resignation from the directorship of the listed companies in the past three years	Nil

The company has received his consent for re-appointment under section-152(5) of the Companies Act, 2013 and confirmation under section-164(2) in Form DIR-8 that he is free from disqualification for being appointed as a director. The Board of Directors has approved his reappointment subject to approval of Shareholders as recommended by the Nomination and Remuneration Committee.