

NOTICE

Notice is hereby given that the **37th Annual General Meeting** of the members of **Apex Enterprises (India) Limited** will be held to transact the following business as per Schedule below:

Date & Time : **Friday, 30-Sep-2022 at 11.00 a.m.**

Place : **16, Netaji Subhas Road, 4th Floor, Kolkata -700 001**

ORDINARY BUSINESS: ORDINARY RESOLUTION

1. To receive, consider and adopt the Audited Financial statements of the Company for the **financial year ended March 31, 2022 and Report of the Directors and Auditors thereon**
2. To appoint Director in place of **Birendra Pandey [DIN: 00014087]**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment
3. To consider the appointment of **M/s. Akhileshwar Prasad & Co., Chartered Accountants**, Kolkata (FRN: 323011E) as the Statutory Auditors of the Company for a period of 5 years at the **37th Annual General Meeting to be held on 30th September 2022** to hold office from the conclusion of **37th Annual General Meeting** till the conclusion of the **42nd Annual General Meeting** of the Company to be held in the year 2027 at such remuneration to be mutually decided due to completion of terms of the existing Auditor M/s M. Chowdhury & Co, Chartered Accountant"
4. To consider the appointment of Mrs. Neelam Khator as internal auditor of the Company for a period of 5 financial years from 2022-2023 to 2026-2027 at such remuneration to be mutually decided.

Special Business: Special Resolution

5. **To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013**

Item No.01.

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

For Apex Enterprises (India) Ltd

Rabi Paul
Director / Authorised Signatory

"RESOLVED THAT in suppression of earlier Resolutions Passed in this regard in the shareholder's meeting, pursuant to the provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made there under, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for making investment(s), **loans, guarantees and security** in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any other body corporate(s) or for giving loans, guarantees or providing securities to any other body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount collectively not exceeding **Rs. 150,00,00,000/- (Rupees One hundred fifty Crore only)**, notwithstanding that such investment and acquisition together with existing investments of the company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, outstanding at any time notwithstanding that such investments, outstanding loan given or to be given and guarantees and security provided are in excess of the limits prescribed under section 186 of the Companies Act, 2013.

Date: 05/09/2022
Place: Kolkata

By Order of the Board
For **Apex Enterprises (India) Limited**



RABI PAUL
Director
[DIN: 00020755]

Note

1. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.

In terms of Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of not exceeding fifty members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the paid up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from **27th September, 2022 to 30th September, 2022** both days inclusive for the purpose of holding the AGM of the Company on **Friday, 30th September, 2022**
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf in the AGM.
4. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.

For Apex Enterprises (India) Ltd

Ravi Paul
Director & Authorised Signatory

7. Members are requested to notify the change in their addresses, if any, and the name of the Bank(s) with account number(s) for inscribing it on the face of the dividend warrant(s) to avoid the fraudulent encashment of the same to the Company/ Registrar & Share Transfer Agent (MCS). Members holding shares in dematerialized form should send the above information to their Depository Participant
8. Members are also requested to notify their email addresses to the Company/Registrar & Share Transfer Agent so that all correspondence including Annual Report, Notices, Circulars etc., can be sent to them electronically in view of Circular No. 17/95/2011 CL-V dated 21st April, 2011 issued by Ministry of Corporate Affairs. Members willing to receive such correspondence physically free of cost should inform the Company.
9. In all correspondences with the Company/ Registrar & Share Transfer Agent (MCS) the members are requested to quote their account/folio numbers and in case their shares are held in dematerialized form, they must quote, their DP ID Number and their Client ID Number.
10. Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividend remaining unclaimed/ unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund of the Central Government (Fund). Accordingly, all unclaimed/ unpaid dividends on expiry of a period of seven years are transferred to the said Fund.
11. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders in respect of shares held by them in physical form. The Nomination Form "SH". 13" as stipulated in Rule 19 of Companies (Share Capital and Debentures) Rules, 2014 can be obtained for the purpose from the Company/Registrar & Share Transfer Agent (MCS).
12. The Equity Shares of the Company are listed at Kolkata Stock Exchange
13. Members who are wish to obtain information on the Company's Account for the financial year ended 31st March, 2022 may visit the Company's registered office or send their queries at least 10 days in advance before the AGM to the Company.

For Apex Enterprises (India) Ltd

Rabi Paul

Director / Authorised Signatory

14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours prior to the date of the meeting between 10:00 a.m. to 12:00 Noon and will also be available for inspection at the annual general meeting.

15. E-Voting

In compliance with provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with facility to exercise their right to vote on all ordinary and special businesses to be transacted at the annual general meeting by electronic means through e-voting services provided by National Securities Depository Limited (NSDL). The detailed procedure for e-voting is being dispatched to the shareholders separately.

By Order of the Board
For Apex Enterprises (India) Limited

Date: 05/09/2022

Place: Kolkata



Rabi Paul

RABI PAUL

Director

[DIN: 00020755]

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT [Pursuant to section 102 of the Companies Act, 2013]

Annexed to the Notice convening the 37th Annual General Meeting to be held on Friday 30th September, 2022

Item No. 1

As per provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company can make any loan, Investment or give guarantee or provided any security beyond the prescribed ceiling of i) Sixty percent of the Paid up capital, free reserves and securities premium account or ii) Hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

The shareholders of the Company had by a special resolution passed in the Annual General Meeting held on **30th September, 2014** authorized the Board of Director to give loans to any person or any other body corporate and / or give any guarantee or provide security in connection with a loan to any person or any other body corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and aggregate of the loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company **may collectively exceed the limits prescribed under section 186 of the Companies Act, 2013**".

As a measure of achieving greater financial flexibilities and to enable optimal financing structure, approval of the members is sought pursuant to the provisions of Section 186 of the Companies, 2013 to give powers to the Board of Directors for making further investment, loans or give guarantee or provide security in connection with loan to subsidiary(ies) or other companies or bodies corporate for an amount not collectively exceeding **₹150,00,00,000 (Rupees One hundred fifty crore only)** at any given time as outstanding.

The Board recommends the passing of the **Special Resolution** as set out at Item No. 1 of the Notice accompanying Notice for the approval of the members.


Your Director recommend passing of this resolution by way of special resolution.

None of the Directors, Key managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Date: 05/09/2022

Place: Kolkata

By Order of the Board
For **Apex Enterprises (India) Limited**



RABI PAUL

Director

[DIN: 00020755]