

APEX Enterprises (India) Limited

16 Netaji Subhas Road, 4th Floor, Kolkata – 700001
Phone : (033) 2248 7702
E-Mail : apexenterprisesindia@gmail.com
CIN : L51109WB1995PLC068542
Website : www.apexenterprisesltd.com

Date: February 27, 2025

To,
The Manager Listing,
The Calcutta Stock Exchange Limited,
7, Lyons Range, Dalhousie,
Kolkata-700 001, West Bengal, India

Dear Sir/ Madam,

Subject : Outcome of the meeting of the Board of Directors of Apex Enterprises (India) Limited ("Company") conducted on Thursday, 27th February, 2025, in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is with reference to the captioned subject, a meeting of the Board of Directors of the Company was held today i.e., **Thursday, 27th February, 2025**, wherein the Board of Directors *inter-alia* considered the following:

- (a) Reviewed and took on record the due-diligence report dated **Monday, February 24th, 2025**, (hereinafter referred to as '**Due-Diligence Report**') submitted by the Peer Review Company Secretary in compliance with the SEBI Delisting Regulations;
- (b) Based on the information available with the Company and the Due-Diligence Report, in accordance with Regulation 10 (2) of the SEBI Delisting Regulations, the Board of Directors of the Company, certified that:
 1. The Company is in compliance with the applicable provisions of the securities law;
 2. The Acquirers and members of the Promoter Group or their related entities are in compliance with applicable provisions of securities laws in terms of the report of the Peer Review Company Secretary including compliance with Regulation 4 (5) of the SEBI Delisting Regulations;
 3. The Delisting Proposal is in the interest of the shareholders of the Company;
- (c) Granted approval in accordance with Regulation 10(1) of the SEBI Delisting Regulations to the Delisting Proposal and consequent voluntary delisting of the Equity Shares of the Company from the Stock Exchange, subject to receipt of all necessary approvals, as may be required, for Delisting Proposal, after having discussed and considered various factors of the Due-Diligence Report;
- (a) Granted approval to the Company, to seek shareholders' approval for the Delisting Proposal by way of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the SEBI Delisting Regulations and other applicable laws, and in this regard the draft of the postal ballot notice and the explanatory statement, attached thereto, were also approved. The Company has also been authorized to issue and the dispatch the aforesaid postal ballot notice and the explanatory statement to the shareholders of the Company, in accordance with the Companies Act, 2013 and other relevant applicable laws. In this regard, the Company has appointed CS Shivam Agarwal, Practicing CS bearing Membership Number 49447, as a scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.
- (b) Authorized the Company, to obtain approvals from the Stock Exchange in accordance with the provisions of the SEBI Delisting Regulations, as well as any other regulatory, governmental or third parties' approval, as may be required, in relation to the Delisting Proposal;


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(c) As per Regulation 10(5) of the SEBI Delisting Regulations, attached herewith the Due Diligence Report of the Peer Review Company Secretary and audit report in terms of Regulation 12(2) of the SEBI Delisting Regulations.

The meeting of the Board commenced on 01.00 p.m. (Indian Standard Time) and concluded at 02.30 p.m. (Indian Standard Time)

We request you to kindly take the above on your record.

Yours faithfully,

For Apex Enterprises (India) Limited

 

Rabi Paul
(Director)
(DIN: 00020755)

SHIVAM AGARWAL & ASSOCIATES

E-31A, 1st Floor, Jawahar Park, Laxmi Nagar New Delhi-110092

Mail: csshimamagarwal@gmail.com M.No:9873796405

Date: 24.02.2025

To,
The Board of Directors,
Apex Enterprises (India) Limited
Add: 16 Netaji Subhas Road, 4th Floor, Kolkata – 700001.

Dear Sir,

Sub: Due-Diligence Certificate in the matter of Apex Enterprises (India) Limited, CIN: L51109WB1995PLC068542

1. I, Shivam Agarwal, proprietor of M/s Shivam Agarwal & Associates, Practicing Company Secretaries, Delhi have been appointed as Peer Review Company Secretary by the Board of Directors of **Apex Enterprises (India) Limited** in their Meeting held on 22nd February, 2025 to carry out the due diligence and submit a report to the Board of Directors in terms 10(3) of Securities and exchange board of India (Delisting of Equity Shares) Regulations 2021.
2. The said appointment as Peer Review Company Secretary is under the provision of Regulation 10(2) of Securities and exchange board of India (Delisting of Equity Shares) Regulations 2021.
3. In order to comply with the due diligence requirements prescribed under the Securities and exchange board of India (Delisting of Equity Shares) Regulations 2021, we have examined the following documents received from the Company:
 - a. Shareholding patterns of the company as per regulation 31 of the SEBI (Listing obligations and disclosure requirements) regulations, 2015 filed quarterly with The Calcutta Stock Exchange Limited ("C S E") for the **31/03/2024**.
 - b. Forms MGT-7 along with the complete list of shareholders and transfers for the financial years ended **31.03.2023 and 31.03.2024** filed with the Registrar of Companies, Kolkata.
 - c. List of top 25 shareholders of the Company prior to the date of Board Meeting for consideration of proposal of Delisting.
 - d. Transactions/transfers (including off market transactions) by the top 2 shareholders of the Company for a period of two years prior to the date of Board Meeting to be held for consideration of proposal of delisting.
4. On the basis of such examination of the details and documents furnished by the Company, we report as under:
 - a. There was no trading of equity shares of the Company on the CSE during the last two years prior to the date of Board Meeting to be held for consideration of proposal of delisting, hence no compliance requirements in this regard were triggered under the securities laws.

- b. There was no off market transaction of the equity shares of the company carried out by the acquirers or promoter or promoter group or their related entities and the top twenty-five shareholders during the last two years prior to the date of Board Meeting to be held for consideration of proposal of delisting.
5. Further on the basis of examination, we report that acquirers or promoter or promoter group or their related entities have complied with the provisions of Regulation 4 (5) of SEBI (Delisting of equity shares) Regulations, 2021, which are as under:

No acquirer shall directly or indirectly, -

- (a) employ any device, scheme or artifice to defraud any shareholder or other person; Or
- (b) engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
- (c) engage in any act or practice that is fraudulent, deceptive or manipulative in connection with any delisting of equity shares sought or permitted or exit opportunity given or other acquisition of equity shares made under these regulations.

For Shivam Agarwal & Associates
Company Secretaries
(Peer Review Certificate no. 2536/2022)

Shivam Agarwal

Digitally signed by Shivam
Agarwal
Date: 2025.02.24 16:09:25
+05'30'

ACS Shivam Agarwal
M. No: 49447
CP No. 17959

Place: New Delhi
Date: 24.02.2025
UDIN: A049447F003992210