

APITCO Limited

Notice

Notice is hereby given that an Extra Ordinary General Meeting of the members of APITCO Limited will be held at 11:00 am on Thursday, the 31st day of July, 2025 through Audio Video Means (AV Mode) or Other Audio Visual Mode (OAVM) in terms of the Circular issued by Ministry of Corporate Affairs (MCA) No. 9/02024 dated 19/09/2024 to consider and transact the following business:

Special Business:

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution** with or without modifications

“RESOLVED THAT WHERE AS the auditors of the company have raised remarks for unpaid dividend in their report for the year ended 31st March, 2024 and that this unpaid dividend was received in legacy by the present management and that in order to solve the query either payment of the unpaid dividend or its conversion into share capital were the only two options made available to the management of the company and WHEREAS the present financial condition of the company does not permit payment of unpaid dividend, the accumulated, undisbursed and unpaid dividend on the Equity Shares of the company, declared in the FY 2015-16, aggregating to Rs. 13,19,500 and borne on the audited financial statements of accounts for the year ended 31st March, 2024 along with simple interest @ 18% per annum on and from 1st April, 2017 to 31st March, 2025, 9 years, aggregating to Rs. 34,57,090/- upon recommendation of the Board of Directors of the company in consultation with the major and institutional shareholders whose will was ascertained by Zoom Meeting held on 10/02/2025 and later on personal follow-up calls by the managing director of the company, into fully paid-up share capital at Rs. 31.36, a price determined by a registered valuer namely, CA Sagar Shah bearing Reg. No.: IBBI/RV/06/2020/13744 be converted, into 1,10,239 or such other appropriate number of Equity Shares due to fractional parts, each of Rs. 10/- fully paid-up, all ranking pari-passu with the existing Equity shares of the company on a record date to be announced by the company through the Board of Directors of the company within a period not exceeding 90 days from the date of passing of this resolution and that when the unpaid dividend is converted into paid up share capital it shall be regarded as due compliance of all applicable provisions of the Companies Act, 2013 or Companies Act, 1956 as the case may be AND THAT the fraction amount of more than Rs. 5 shall be rounded to next higher up and lower part below Rs. 5 be written off and ignored.”

“RESOLVED FURTHER THAT the Board of Directors of the company or Managing Director of the company be and is hereby authorized and empowered to take all necessary actions in this regard and sign any application, petition, form, format, resolution or other documents required from time to time to give effect to the foregoing resolution.”

2. To consider and if thought fit, to pass the following resolution as a **Special Resolution** with or without modifications

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nataraj Rangnathan (DIN: 00218008), who was appointed as an Independent, Additional Director of the Company by the Board of

Directors at their meeting held on June 09, 2020 effective from 20th June, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from 20th June 2025 and not liable to retire by rotation.”

3. To consider and if thought fit, to pass the following resolution as a **Special Resolution** with or without modifications.

“RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions of the Companies Act, 2013, read with the relevant rules and provisions of the Memorandum and Articles of Association of the company, the authorized share capital of the company be increased from Rs. 2,00,00,000 divided into 20,00,000 Equity Shares of Rs. 10/- each to Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10/- each by addition of a sum of Rs. 3,00,00,000 divided into 30,00,000 Equity Shares of Rs. 10/- each, all ranking pari-passu with the existing equity shares in all respects.”

“RESOLVED FURTHER THAT clause No. V of the Memorandum of Association and regulation 3.1 of the Articles of Association of the Company be substituted as under:

Clause V of Memorandum of Association

The authorised share capital of the Company is Rs. 5,00,00,000 (Rupees five crores only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each,

Clause 3.1 of Articles of Association

The Authorized Capital of the Company shall be as per Clause V of its Memorandum of Association.

The authorised share capital is Rs. 5,00,00,000 (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs.10/- (Rupees Ten) each. Subject to the provisions of the Act and these Articles, shares (whether forming part of the original capital or of any increased capital of the Company) may be issued either with the sanction of the Company in General Meeting or by the Board, as the case may be, with such rights and privileges annexed thereto and upon such terms and conditions as by the General Meeting or by the Board, as the case may be, sanctioning the issue of such shares be directed and if no such direction be given and in all other cases, as the Board shall determine and in particular such shares may be issued with a preferential or qualified rights to dividends and in distribution of assets of the Company without prejudice, however, to any rights and privileges already conferred on the holders of any shares or class of shares for the time being issued by the Company.”

By Order of the Board
For APITCO Limited

8th Floor, Parisrama Bhavanam,
Basheerbagh, Hyderabad - 500 004.

Date:03/07/2025
Place: Hyderabad

Rajeev Mehra
Managing Director
DIN: 00132537





Notes:

1. A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND UPON POLLING, VOTE INSTEAD. However, since this meeting is called through audio video means (AV Means) with e-Voting facility, the appointment of proxy is not applicable.
2. Since the meeting is being through AV Means, there is no physical venue hence location map or direction to the venue is not applicable.
3. Explanatory statement with respect to both special business as required by section 102 of the Companies Act, 2013 is attached hereto and forms part of the notice.
4. The company has availed services of Purva Shareregistry Private Limited, Mumbai for e-Voting. The necessary instructions received from the said service provider are reproduced herein below. In case of any difficulty, the member may kindly call Mr. Dharmendra Gupta or Ms Urmila Verma of the said service provider on landline No. 022-49614132 or 022-49700138 OR email id support@purvashares.com.
5. Details instructions for e-Voting are as under:
 - (i) The voting period begins on Monday, the 28th July, 2025 and ends on Thursday, the 31st July, 2025 till conclusion of the meeting and 10 minutes thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th July, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva 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) 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.

Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** 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-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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

	<p>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>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</p> <p>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 held 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>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting</p>
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	service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 CDSL	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.
Individual Shareholders holding securities in Demat mode with NSDL	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

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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> <p>● 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.</p>
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> <p>● 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 as mentioned in instruction (v).</p>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (x) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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 and to the Company at the email address viz; support@apitco.org if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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/EGM.
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 at least **7 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 (company email id). 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013:

Item No. 1 Conversion of Unpaid dividend into Equity Shares:

Your company had declared dividend for the financial year ended 31/03/2106 at the Annual General Meeting held on 28th September, 2016 at the rate of 7.50% on equity shares of Rs. 10/- each. This dividend was to be paid in cash as required by the then prevailing provisions of the Companies Act, 2013. However, due to shortage of funds, the said declared dividend was not paid to the entitled shareholders of the company within the time prescribed therefor. Since the liability of unpaid dividend was carried over to the Balance Sheet of the company right from year 2016-17 to 2023-24 it was a cause of concern and was flagged by auditor of the company in their report dated 9th December, 2024 for the year ended 31st March, 2024.

The Management took up the issue with the shareholders of the company, firstly by Zoom Meeting, followed by personal discussions too. There were two options suggested by the Management to the shareholders (a) Payment without any interest to the eligible shareholders or (b) Conversion of dividend into Equity Shares. As represented by the Management, the cash payment was not still possible in view of continuing cash crunch in the company, a unanimous view was taken in informal meeting with shareholders to convert this into shares and as and when, at the earliest occasion, to buy-back these converted shares from the shareholders when fund position eases to which management gave its acceptance.

The company was required to transfer the unpaid dividend account to Central Government / IEPF as the case may be but it was not done. To this extent the company defaulted in compliance. However, since the dividend once declared becomes a debt payable, it could be written off with the consent from eligible shareholders. In order to reward the shareholders, it is proposed to convert into Equity Shares and later when fund position permits, sooner to liquidate through buy-back arrangement.

None of the directors and KMP of the company may be deemed as concerned or interested but only to the extent of their participation in conversion of outstanding dividend amount into Equity, if any.

Your directors recommend passing this resolution in the interest of the company.

Item No. 2 Appointment of Mr. Nataraj Rangnathan as Independent Director

Mr. Nataraj Rangnathan was selected and appointed as independent director of the company for a period of three years by the Board of Directors of the company by way of resolution passed at the Meeting of the Board held on 20th June, 2025.

Mr. Nataraj Rangnathan hold a valid DIN and is also registered in the database of Independent Directors as required by Section 149 of the Companies Act, 2013 read with schedule IV to the Companies Act, 2013.

His qualifications and work experience etc are given hereunder as an attachment.

None of the directors or Key Managerial Personnel of the company or their relative are in any way concerned or interested in this resolution.

Your directors recommend his regularization as well as confirmation to appointment as Independent Director for a term of three years.

Item No. 3 Increase in Authorized Share Capital to Rs. 5 cr.

The present authorized share capital of the company is Rs. 2 cr and out of which Rs. 193.98 lakh has been issued which is subscribed and made fully paid-up leaving thin margin for future issuance of capital. It is therefore, thought prudent by the present management to raise it to Rs. 5 cr so that sizable capital remains at the disposal of the company for future needs.

Section 61 requires that increase in authorized share capital could be effected only with the consent of the members of the company hence this resolution.

None of the directors or Key Managerial Personnel of the company or their relative are in any way concerned or interested in this resolution.

Regd. Off:
8th Floor, Parisrama Bhavanam,
Basheerbagh, Hyderabad - 500 004.

By Order of the Board
For APITCO Limited

Date:03/07/2025
Place: Hyderabad

Rajeev Mehra
Managing Director
DIN: 00132537