



APT PACKAGING LTD

Gut No. 72, Vil Pharola, Tq. Paithan, Dist. Aurangabad (M.S.) India - 431 105
Tel : +91-2431-662000, 662010, Fax : + 91-2431 - 662030
Website : WWW.aptpackaging.in

CIN NO:- L24100MH1980PLC022746

Date: 26.02.2020

To
The Dy. Gen Manager,
Corporate Relationship Dept.
BSE Limited,
PJ Tower, Dalal Street,
Mumbai - 400 001

Sub: Intimation of Calendar of Postal Ballot Event of the Company


Dear Sir/Madam,

In Compliance to the provision of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we hereby inform that, the Board of Directors approved the calendar of Event for the Postal Ballot Process:-

In the connection, we are enclosed herewith Calendar of Events for Postal Ballot Process and the Copy of Postal Ballot Notice along with Postal Ballot Form.

You are requested to take the above on your record.

Thanking you,
Yours truly
For APT Packaging Limited


Mr. Arvind Machhar
Managing Director
Din:- 00251843





APT PACKAGING LTD

Gul No. 72, VII Pharola, Tq. Paithan, Dist. Aurangabad (M.S.) India - 431 105
Tel : +91-2431-662000, 662010, Fax : + 91-2431 - 662030
Website : WWW.aptpackaging.in

Sr. No.	Particulars of Events	Purpose Date
1	Intimation of notice of Board Meeting	18.01.2020 Saturday
2	Date on which consent given by scrutinizer to act as such.	18.01.2020 Thursday
3	Date of Board Meeting for approving: i. Postal Ballot Notice (For proposed sale of Units) ii. Appointment of Scrutinizer	18.01.2020 Saturday
4	Outcome of board meeting to stock Exchanges along with intimation about Postal Ballot	18.01.2020 Saturday
5	Cut-off date to reckoned for determining the members who will be entitled to participate in postal Ballot	21.02.2020 Friday
6	Proposed Date of completion of dispatch of notice(S) along with Postal Ballot forms & filling copies with Stock Exchanges	29.02.2020 Saturday
7	Proposed date on or before which publication in English newspaper and one vernacular newspaper about dispatch of Notice of Postal Ballot	01.03.2020 Sunday
8	Voting period Start Date	02.03.2020 Monday
9	Voting period End Date/ Last date for receiving Postal Ballot Forms by Scrutinizer	31.03.2020 Tuesday
10	Last date of submission of the report to the Chairman by the Scrutinizer	02.04.2020 Thursday
11	Declaration of result of Postal Ballot and intimation to the Stock Exchanges and display on Website of E-voting platform of LIPL	02.04.2020 Thursday

Thanking you,

Yours truly

For APT Packaging Limited


Mr. Arvind Machhar
Managing Director
Din:- 00251843





APT PACKAGING LIMITED
CIN: L24100MH1980PLC022746

Registered Office:- Gut No 72, Pharola Village, Post Beedkin, Dist Aurangabad, MH-431005 IN
Tel: +91-9960100449, Email:- cmdoffice@aptpackaging.in Website:- www.aptpackaging.in

POSTAL BALLOT NOTICE
(Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014)

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") that the resolution appended below is proposed to be passed by members as a special resolution by way of postal ballot including voting by electronic means ("e-voting").

The statement pursuant to Section 102 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto. The Board of Directors of the Company, at its meeting held on Saturday, January 18, 2020, appointed Mr. Girish Bhandare, proprietor of M/s. Girish Bhandare and Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by physical Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respect in the enclosed pre-paid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Tuesday, March 31, 2020. Postal Ballot Forms received after 5:00 p.m. on Tuesday, March 31, 2020 will be treated as 'invalid' and will be treated as no reply has been received from the Member. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for e-voting facility are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot will be announced by the Chairman of the Company or in his absence, any other person authorized by him, on or before Thursday, April 2, 2020 at the Registered Office of the Company and also by placing the same on the on the e-voting website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited.

SPECIAL BUSINESS:-

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sale, dispose off and transfer its packaging tube processing Unit situated at Khasra No. 529, 5th KM Stone, Akbarpur (Urd), Laksar, Haridwar Road, Laksar, Dist. Haridwar (Uttarakhand), Pin-247663 ("Undertaking"), together with all specified tangible assets, including land, personnel, employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to any interested parties on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to delegate all the powers herein conferred of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sale, dispose off and transfer its packaging processing tube Unit situated at Gut No. 72, village Pharola, Post Beedkin, Dist Aurangabad – 431005 ("Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a



going concern / on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to any interested parties on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to delegate all the powers herein conferred of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) the consent of the members be and is hereby granted for shifting of the Registered Office of the Company from Gut No. 72, village Pharola, Dist Aurangabad, Maharashtra State of India – 431005 to **Gut No. 76, village Pangra, Paithan Road, Tq. Paithan, Dist Aurangabad, Maharashtra state of India -431106.**”

RESOLVED FURTHER THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to file necessary forms to Registrar of Companies, Mumbai for the aforesaid shifting of registered office and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, legal counsel, advisors or consultants of the Company.”

By Order of the Board of Directors
For **APT PACKAGING LIMITED**

sd/-

Arvind Machhar
Managing Director
Din:- 00251843

Place: Aurangabad
Date: 18th January, 2020

ANNEXURE TO NOTICE

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from Link Intime India Private Limited (LIPL) as on February 21, 2020.
3. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company as on February,21, 2020.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through **Private Courier Agency**.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with “LIPL” for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed on the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to sharda.pathkar@linkintime.co.in . The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before Thursday, April 2, 2020 at the Registered Office of the Company and will also be displayed on the the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in> and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The results of Postal Ballot shall be declared within forty eight hours from the closure of the Postal Ballot & E-Voting at the Registered Office of the Company and the Resolutions shall be deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-Voting. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means: In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock



Exchanges, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by Link Intime India Private Limited (LIPL): The voting period begins on 2nd March, 2020 at 9.00 a.m. and ends on March 31, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the record / cut-off date of 21st, February, 2020 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

THE INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:

Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".



- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:-

In the year 2010, your Company had set-up a new Packaging Tube / Materials manufacturing unit in the State of Uttaranchal to fill up the gap of growing demand of Co-extruded tubes to provide competitive prices and cater better services in terms of logistics and development to the existing and potential customers of the Company Uttaranchal, Himanchal-Pradesh, Chandigarh and Delhi.

The location is suitable for the project at Deharadoon, Haridwar and nearby Industrial area within the state of Uttaranchal. In view of the various Excise, Income Tax, Sales Tax/ VAT, Capital Subsidy, incentives and benefits provided in the State, the land was purchased in the state of Uttaranchal and set-up the Unit and started production.

However, in light of the changing economic scenario and due to increasing competitive environment particularly from the unorganized sector, changing technology and also growing imports of Home Packaging Tubes at a very competitive price from other countries like China, etc., delay in sale receipts, Haridwar manufacturing unit became uncompetitive. Several initiatives such as launching of new products, substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of the Unit did not improve. As the Unit is considered no longer viable and after considering various options the Board of directors of the company decided to sale the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 18th January, 2020 approved resolution to sale / dispose off its Tube Packaging Unit situated at Khasra No. 529, 5th KM Stone, Akbarpur (urd), Laksar, Haridwar Road, Lasar, Dist. Haridwar (Uttarakhand) –Pin-247663 to other interested parties together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an “as is where is” basis. The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans and reduce interest burden of the Company.

The sale of the said Undertaking will have minimisation of the Secured creditor’s liabilities and minimisation of interest costs.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. Barring unforeseen circumstances, it is anticipated that the Closing will take place by the end of March, 2020.

The Board of Directors of the Company has approved the proposal to transfer the Undertaking as above, on a going concern basis, to any other interested parties or the Purchaser, on the terms and conditions as referred to in this Explanatory Statement.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution through postal ballot and e-voting.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Item No. 2:-

In the year 1997, your Company had set-up a Packaging Co-extruded Tube / Materials manufacturing unit in the State of Maharashtra to fill up the gap of growing demand of Co-extruded tubes to provide competitive prices and cater better services in terms of logistics and development to the existing and potential customers of the Company worldwide.

The location suitable for the overseas customers like USA etc and nearby Industrial area within the state of Maharashtra. In view of the various Excise, Income Tax, Sales Tax/ VAT, Capital Subsidy, incentives and benefits provided in the State, the land were purchased in the state of Maharashtra and started its production.

However, in light of the changing economic scenario, change in technology and due to increasing competitive environment particularly from the unorganized sector and also growing imports of Home Packaging Tubes at a very competitive price from other countries like China, etc., looking into the old machineries, Aurangabad manufacturing unit became uncompetitive. Several initiatives such as launching of new products, substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of the Unit did not improve. As the Unit is considered no longer viable and after considering various options the Board decided to sale the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 18th January, 2020 approved the resolution to sale / dispose off its Co-extruded Tube Packaging Unit situated at Gut No. 72, Village Pharola, Post Beedkin, Dist. Aurangabad 431005 to other interested parties together with all specified tangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an “as is where is”. The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans and reduce interest burden of the Company.

The sale of the said Undertaking will have minimisation of the Secured creditor’s liabilities and minimisation of interest costs.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. Barring unforeseen circumstances, it is anticipated that the Closing will take place by the end of March, 2020.

The Board of Directors of the Company has approved the proposal to transfer the Undertaking as above, on a going concern basis, to any other interested parties or the Purchaser, on the terms and conditions as referred to in this Explanatory Statement.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Item No. 3

Presently the registered office of the Company is situated in the local limit of town Pharola, Tq. Paithan, Dist Aurangabad – 431005. However, after sale of pharola unit, it is required to shift the registered office from that place. To exercise better administrative and



control, saving of overheads and other costs and enable the Company to rationalize and streamline its operations as well as the management of affairs, your Board of Directors proposes to shift the registered office of Company from local limits of town Pharola to town of Pangra in Aurangabad District. The shifting of Registered Office as above would be in the interest of the Company, shareholders and all concerned parties will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever. Further, alteration in Clause-II of the Memorandum of Association of the Company will not be required. Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from Local limits to another local limits requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 4.00 P.M. on all working days, up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution for approval by the members as a Special Resolution.

By Order of the Board of Directors
For **APT PACKAGING LIMITED**

sd/-

Arvind Machhar
Managing Director

Din:- 00251843

Place: Aurangabad

Date: 18th January, 2020



APT PACKAGING LIMITED

CIN: L24100MH1980PLC022746

Registered Office:

Gut No 72, Pharola Village, Post Beedkin, Dist Aurangabad, MH-431005 IN

Email: cmdoffice@aptpackaging.in •Website: www.aptpackaging.in

POSTAL BALLOT FORM

Sl. No.

- (1) Name(s) & Registered address of the Sole/First named shareholder :
- (2) Name(s) of the Joint Shareholders, if any :
- (3) Registered Folio No./DP Id* & Client Id* No. :
(*applicable to shareholder(s) holding shares in electronic form)
- (4) No. of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated **18th January, 2020** by sending my/our assent/dissent to the said Resolution(s) by placing a tick (✓) mark in the appropriate column below:

Sl. No	Description	No. of Votes exercised corresponding to the total number of voting rights	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Special Resolution for the sale / dispose off Tube Packaging Unit of the company situated at Khasra No. 529, 5 th KM Stone, Akbarpur (urd), Laksar, Haridwar Road, Lasar, Dist. Haridwar (Uttarakhand) –Pin-247663 to other interested parties together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an "as is where is" basis.			
2.	Special Resolution for the sale / dispose off Co-extruded Tube Packaging Unit of the company situated at Gut No. 72, Village Pharola, Post Beedkin, Dist. Aurangabad 431005 to other interested parties together with all specified tangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an "as is where is"			
3.	Special Resolution for shifting of the registered office of Company from local limits of town Pharola to town of Pangra in Aurangabad District.			

Signature of the Shareholder

Place :

Date :

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default PAN/Sequence No.
	USE YOUR PAN

* Only Members who have not updated their PAN with Company / Depository Participant, shall use default PAN (10 digit sequence number) which is printed as above.

NOTES:

- Each equity share of the Company carries one vote.
- Please read carefully the instructions printed overleaf before exercising the vote.
- Last date for Receipt of Postal Ballot Form by the Scrutinizer: 31st March, 2020 **up to 5.00 p.m.**



INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by APT Packaging Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of the equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. by 31st March, 2020 **up to 5.00 p.m.** Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 21st February, 2020.
10. The result of the Postal Ballot will be declared on or before 2nd April, 2020 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no.7 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
