



CIN:- L24100MH1980PLC022746

APT PACKAGING LTD

Gut No. 76, village Pangra, Paithan Road, Tq. Paithan,
Dist Aurangabad, Maharashtra state of India -431106
Website:- WWW.aptpackaging.in Cont:- +91-9960100449

Ref No. APT/2024-25/CS/76

Date: 24.03.2025

**To,
The GENERAL MANAGER
THE STOCK EXCHANGE MUMBAI
1ST FLOOR, ROTUNDA BUILDING,
B.S. MARG, DALAL STREET,
FORT MUMBAI – 400 001
BSE Code-506979**

Sub: NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir/Madam,

This is to inform you that the Extra-Ordinary General Meeting ("EGM") for Financial Year 2025-26 of the members of Apt Packaging Limited ("Company") will be held on Wendsday, 16th April, 2025 at 12:30 PM (IST), at the registered office of the company situated at Gut No. 76, Village Pangra Paithan Road, Tq. Paithan, Aurangabad, Maharashtra, India, 431106. The Notice of the EGM will be sent to all the members of the Company by permitted mode.

Further in accordance with Regulation 30 read with Schedule III of the SEBI LODR, Regulations, please find enclosed herewith the Notice of the EGM of the Company and the same is also available on the website of the Company.

This above is for your information and record please.

**Thanking You
For APT PACKAGING LIMITED**

**Mr. Arvind Machhar
Managing Director
DIN:-00251843**



APT PACKAGING LIMITED

**REG. OFFICE : GUT NO. 76, VILLAGE PANGRA PAITHAN ROAD, TQ. PAITHAN,
AURANGABAD, MAHARASHTRA, INDIA, 431106**

CIN: L24100MH1980PLC022746|| WEBSITE: www.aptpackaging.in

PHONE: +91 99601 00449 || EMAIL: complianceexecutive@aptpackaging.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the First Extra Ordinary General Meeting ("EGM") for Financial Year 2025-26 of the members of Apt Packaging Limited ("the Company"), will be held on Wendsday, 16th April, 2025 at 12:30 pm (IST), at the registered office of the company situated at Gut No. 76, Village Pangra Paithan Road, Tq. Paithan, Aurangabad, Maharashtra, India, 431106 to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1 – To Increase the authorised share capital of the Company and consequential amendment to the capital clause in the Memorandum of Association of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under, (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT, the Capital Clause of the Memorandum of Association of the Company accordingly be and is hereby substituted with the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Item No. 2 – To alter and adopt new set of Memorandum of Association (MOA) of the company as per the Companies Act, 2013 and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT pursuant to provisions of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary in this regard from appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee or one or more Directors), the consent of the members be and is hereby accorded for alteration and adoption of the new set of Memorandum of Association (‘MOA’) of the Company as under:

The existing Clause III(C)(38) to Clause III(C)(47) [“The Other Objects], be and is hereby deleted.

The existing ‘Clause IV’ i.e. ‘The Liability of the members is limited’ be and is hereby stands deleted and replaced by New ‘Clause IV’ i.e. ‘The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them’.

RESOLVED FURTHER THAT necessary revision in numbering the clauses, if any, of the MOA shall be carried out in view of the aforesaid and a new set of the Memorandum of Association of the Company be adopted in accordance with the Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.”

Item No. 3 – : Adoption of New set of Articles of Association of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (“AOA”), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 4 – To Issue of Equity shares on Preferential Basis and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the stock exchange where the equity shares of the Company are listed (“Stock Exchange”), and or any other competent regulatory authority and in accordance with the uniform listing agreement entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, up to 66,00,000 (Sixty Six Lakhs) Equity Shares at the price of Rs. 30/- per share (Rupees Thirty Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 20/- (Rupees Twenty only) per share) to promoter, promoter group and Non-Promoter on cash basis for total aggregating to Rs. 19,80,00,000/- (Rupees Nineteen Crore Eighty Lakh Only), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1.	Sunil Machhar	3,50,000	Sunil Machhar
2.	Anil B Machhar	3,50,000	Anil B Machhar
3.	Nawneet B Machhar	3,50,000	Nawneet B Machhar

Sr. No	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
4.	Arvind K Machhar	3,50,000	Arvind K Machhar
5.	Sandeep Machhar	3,50,000	Sandeep Machhar
6.	Ravi Krishnagopal Machhar	3,50,000	Ravi Krishnagopal Machhar
7.	Neeraj Bansal	1,00,000	Neeraj Bansal
8.	Anshu Bansal	1,00,000	Anshu Bansal
9.	Bluestone Construction LLP	1,10,000	Udayan Maheshwari Manushi Maheshwari
10.	Bluestones Infrastructure India Private Limited	1,25,000	Ssharad S Mahiswari Shubhraa Maheshwari
11.	Bluestone Engineering LLP	1,75,000	Ssharad S Mahiswari Shubhraa Maheshwari
12.	SFM Holdings LLP	1,65,000	Ssharad S Mahiswari Shubhraa Maheshwari
13.	Anant Kandoi	1,00,000	Anant Kandoi
14.	Sweta Anant Kandoi	50,000	Sweta Anant Kandoi
15.	Manav Kandoi	50,000	Manav Kandoi
16.	Viresh Marda	1,00,000	Viresh Marda
17.	Pooja Soni	2,00,000	Pooja Soni
18.	Shailesh Narayan Rathi	25,000	Shailesh Narayan Rathi
19.	Sakhi Mahesh Rathi	1,50,000	Sakhi Mahesh Rathi
20.	Saloni Varun Valia	1,50,000	Saloni Varun Valia
21.	Vaibhav Manish Kabra	45,000	Vaibhav Manish Kabra
22.	Shlok Gourav Kabra	45,000	Shlok Gourav Kabra
23.	Mala Kabra	60,000	Mala Kabra
24.	Siddhant Gourav Kabra	45,000	Siddhant Gourav Kabra
25.	Shubh Vinil Kabra	60,000	Shubh Vinil Kabra
26.	Abhishek Kamal Kishore Kabra	45,000	Abhishek Kamal Kishore Kabra
27.	Dilip Soni	1,00,000	Dilip Soni
28.	Haresh Joisher	2,50,000	Haresh Joisher

Sr. No	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
29.	Kamal Joisher	2,50,000	Kamal Joisher
30.	Varun Joisher	20,000	Varun Joisher
31.	Malti Joisher	90,000	Malti Joisher
32.	Palak Vinil Kabra	1,50,000	Palak Vinil Kabra
33.	Anjana Soni Thakur	1,50,000	Anjana Soni Thakur
34.	Rajeev Vyas	2,00,000	Rajeev Vyas
35.	Sachin Naresh Jain	50,000	Sachin Naresh Jain
36.	Naresh Jain	50,000	Naresh Jain
37.	Lalita Jain	50,000	Lalita Jain
38.	Amit Umarshi Bhanushali	50,000	Amit Umarshi Bhanushali
39.	Vikram Bhanushali	50,000	Vikram Bhanushali
40.	Vatsal K joisher	90,000	Vatsal K joisher
41.	Sweta Abhishek Lath	250000	Sweta Abhishek Lath
42.	Samir Harshad Mehta	80000	Samir Harshad Mehta
43.	Poonam Dhanuka	35000	Poonam Dhanuka
44.	Shubham Agrawal	35000	Shubham Agrawal
45.	Chetan Agrawal	35000	Chetan Agrawal
46.	Arjun Bijlani	35000	Arjun Bijlani
47.	Sunil Agrawal	35000	Sunil Agrawal
48.	Pundlik Somaji Dakhate	25000	Pundlik Somaji Dakhate
49.	Piyush Pinjani	35000	Piyush Pinjani
50.	Prateek Shrivastav	25000	Prateek Shrivastav
51.	Sarika Agrawal	25000	Sarika Agrawal
52.	Anuradha Gupta	25000	Anuradha Gupta
53.	Bharat Gangwani	100000	Bharat Gangwani
54.	Bhavika Chavda	200000	Bhavika Chavda
55.	Jayshree Shah	85000	Jayshree Shah
56.	Parag Vaghela	25000	Parag Vaghela

RESOLVED FURTHER THAT:

- I. The Relevant Date for pricing the issue of Equity Shares in accordance with Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) should be fixed as Monday, 17th March, 2025, to consider the proposed preferential issue of Equity Shares.
- II. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form.
- III. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- IV. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange(s) is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority, if any, may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT any of the Director / KMP be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR APT PACKAGING LIMITED**

Sd/-

**Date- March 18, 2025
Place- Aurangabad**

**Jyoti Suresh Bajpai
Company Secretary**

**Registered Office:
Gut No. 76, Village Pangra Paithan Road,
Tq. Paithan, Aurangabad, Aurangabad,
Maharashtra, India, 431106**

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. A Member entitled to attend and vote at the Extra Ordinary General Meeting (the “meeting” / “EGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective, must be deposited at the company’s registered office, duly completed and signed, not less than 48 (forty-eight) hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their dully filled attendance slip at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
7. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. Non-Resident Indian Members are requested to inform RTA immediately of: a. Change in their residential status on return to India for permanent settlement. b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
9. To support the ‘Green Initiative’ members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
10. Members desirous of obtaining any information of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Extra Ordinary General Meeting so that the information required may be made available at the EGM.
11. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 9th April, 2025, only

shall be entitled attend EGM and to avail facility of voting at the venue of meeting. A person who is not a member as on the cut off date should treat this notice for information only.

13. Any person, who acquires shares of the company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice conveying the Meeting, which is available on the website of the Company.
14. The board of directors has appointed Krushang Shah, Company Secretary, to act as Scrutinizer for this extra ordinary general meeting.
15. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.aptpackaging.in and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.
16. The remote e-voting period begins on Sunday, April 13, 2025 at 09:00 A.M. and ends on Tuesday, April 15, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by RTA for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, April 09, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice
(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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
 - E. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **“Votes Entry”** tab under the Menu section.
- Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, 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.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select **“View”** icon for **“Company’s Name / Event number”**.
- E-voting page will appear.
- Download sample vote file from **“Download Sample Vote File”** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 : 022 - 4886 7000

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 toll free no. 1800 22 55 33
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Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given hereunder sets out all material facts relating to the special businesses mentioned at the said Item of the accompanying Notice.

Item No. 1

Considering the overall business growth, future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity. It is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013.

The present Authorized Share Capital stands at Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) and it is proposed to increase the Authorized Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of resolution. Further, the alteration of Authorised Share capital requires modification of capital clause of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 1 to be passed as a special resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

Item no. 2

In order to align the Memorandum of Association (MOA) of the Company with the relevant provisions under the Companies Act, 2013, and associated rules, it is proposed to replace the existing MOA in accordance with the provisions of Schedule I - Table A.

The current object clause (Clause III) of the MOA, which is based on the Companies Act, 1956, needs to be revised to comply with the Companies Act, 2013. The 2013 Act stipulates that a company's MOA should only include matters necessary for furthering the objects specified in Clause III(A), and should not contain additional object clauses. Accordingly, it is proposed to delete / alter Clause III (c) and Clause IV of the MOA.

In accordance with provisions of the Companies Act, 2013, a special resolution required to be pass by the members to approve the amended MOA. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The Board recommends that the resolutions outlined in Item No. 2 of the accompanying notice be approved by the members through a special resolution.

None of the Directors, Key Managerial Personnel, or their relatives have any interest or concern in the resolutions set out in Item No. 2 of the Notice.

Item no. 3

As the Members of the Company are aware that the Company was incorporated in the year 1980 under the provisions of the Companies Act, 1956 and hence, the existing Articles of Association ("existing AOA") of the Company are based on the provisions of the Companies Act, 1956 and further amendments were adopted, from time to time, over the past years.

In order to bring existing AOA of the Company in line with the provisions of the Companies Act, 2013 (Act), the Company is required to carryout numerous changes in the existing AOA and hence it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles") in substitution of and to the exclusion of the existing AOA.

Accordingly, the Board of Directors have approved and recommended, subject to approval of the Members of the Company, the adoption of new set of Articles of Association of the Company in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder.

In accordance with provisions of the Companies Act, 2013, a special resolution required to be pass by the members to approve the amended AOA. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The Board recommends that the resolutions outlined in Item No. 3 of the accompanying notice be approved by the members through a special resolution.

None of the Directors, Key Managerial Personnel, or their relatives have any interest or concern in the resolutions set out in Item No. 3 of the Notice.

Item no. 4

The Board of Directors of the Company ("Board") at its meeting held on March 18, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance upto 66,00,000 (Sixty Six Lakhs) Equity Shares to Promoter / Promoter Group and Non-Promoters, on cash basis, on preferential allotment basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted:

Sr. No	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1.	Sunil Machhar	3,50,000	Sunil Machhar
2.	Anil B Machhar	3,50,000	Anil B Machhar
3.	Nawneet B Machhar	3,50,000	Nawneet B Machhar
4.	Arvind K Machhar	3,50,000	Arvind K Machhar
5.	Sandeep Machhar	3,50,000	Sandeep Machhar
6.	Ravi Krishnagopal Machhar	3,50,000	Ravi Krishnagopal Machhar
7.	Neeraj Bansal	1,00,000	Neeraj Bansal
8.	Anshu Bansal	1,00,000	Anshu Bansal
9.	Bluestone Construction LLP	1,10,000	Udayan Maheshwari Manushi Maheshwari
10.	Bluestones Infrastructure India Private Limited	1,25,000	Ssharad S Mahiswari Shubhrra Maheshwari
11.	Bluestone Engineering LLP	1,75,000	Ssharad S Mahiswari Shubhrra Maheshwari
12.	SFM Holdings LLP	1,65,000	Ssharad S Mahiswari Shubhrra Maheshwari
13.	Anant Kandoi	1,00,000	Anant Kandoi
14.	Sweta Anant Kandoi	50,000	Sweta Anant Kandoi
15.	Manav Kandoi	50,000	Manav Kandoi
16.	Viresh Marda	1,00,000	Viresh Marda
17.	Pooja Soni	2,00,000	Pooja Soni
18.	Shailesh Narayan Rathi	25,000	Shailesh Narayan Rathi
19.	Sakhi Mahesh Rathi	1,50,000	Sakhi Mahesh Rathi
20.	Saloni Varun Valia	1,50,000	Saloni Varun Valia
21.	Vaibhav Manish Kabra	45,000	Vaibhav Manish Kabra
22.	Shlok Gourav Kabra	45,000	Shlok Gourav Kabra

Sr. No	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
23.	Mala Kabra	60,000	Mala Kabra
24.	Siddhant Gourav Kabra	45,000	Siddhant Gourav Kabra
25.	Shubh Vinil Kabra	60,000	Shubh Vinil Kabra
26.	Abhishek Kamal Kishore Kabra	45,000	Abhishek Kamal Kishore Kabra
27.	Dilip Soni	1,00,000	Dilip Soni
28.	Haresh Joisher	2,50,000	Haresh Joisher
29.	Kamal Joisher	2,50,000	Kamal Joisher
30.	Varun Joisher	20,000	Varun Joisher
31.	Malti Joisher	90,000	Malti Joisher
32.	Palak Vinil Kabra	1,50,000	Palak Vinil Kabra
33.	Anjana Soni Thakur	1,50,000	Anjana Soni Thakur
34.	Rajeev Vyas	2,00,000	Rajeev Vyas
35.	Sachin Naresh Jain	50,000	Sachin Naresh Jain
36.	Naresh Jain	50,000	Naresh Jain
37.	Lalita Jain	50,000	Lalita Jain
38.	Amit Umarshi Bhanushali	50,000	Amit Umarshi Bhanushali
39.	Vikram Bhanushali	50,000	Vikram Bhanushali
40.	Vatsal K joisher	90,000	Vatsal K joisher
41.	Sweta Abhishek Lath	250000	Sweta Abhishek Lath
42.	Samir Harshad Mehta	80000	Samir Harshad Mehta
43.	Poonam Dhanuka	35000	Poonam Dhanuka
44.	Shubham Agrawal	35000	Shubham Agrawal
45.	Chetan Agrawal	35000	Chetan Agrawal
46.	Arjun Bijlani	35000	Arjun Bijlani
47.	Sunil Agrawal	35000	Sunil Agrawal
48.	Pundlik Somaji Dakhate	25000	Pundlik Somaji Dakhate
49.	Piyush Pinjani	35000	Piyush Pinjani
50.	Prateek Shrivastav	25000	Prateek Shrivastav
51.	Sarika Agrawal	25000	Sarika Agrawal
52.	Anuradha Gupta	25000	Anuradha Gupta
53.	Bharat Gangwani	100000	Bharat Gangwani
54.	Bhavika Chavda	200000	Bhavika Chavda
55.	Jayshree Shah	85000	Jayshree Shah
56.	Parag Vaghela	25000	Parag Vaghela

2. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of the Equity Shares to finance working capital requirements of the Company, Repayment of Debts, Expansion and Modernization and General Corporate purpose.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 66,00,000 (Sixty Six Lakhs) Equity Shares at the price of Rs. 30/- per share (Rupees Thirty Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 20/- (Rupees Twenty only) per share) to promoter, promoter group and Non-Promoter on cash basis for total aggregating to Rs. 19,80,00,000/- (Rupees Nineteen Crore Eighty Lakh Only).

4. Pricing and / or Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of the company are listed on stock exchange (BSE Limited) and are infrequently traded in accordance with regulation 165 of the ICDR Regulations. The floor price of Rs. 30/- is determined as per the valuation parameters prescribed under the SEBI ICDR Regulations for the preferential issue of equity shares.

- **Report of independent registered valuer:** In terms of Regulation 165 of SEBI ICDR Regulations, the price of Rs. 30/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 18th March, 2025 issued by Mr. Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674), in accordance with Regulation 165 of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.aptpackaging.in/> under Investor Tab.

The Board proposes to issue Equity Shares at a price of Rs. 30/- (Rupees Thirty Only) per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

Method of determination of price as per the Articles of Association of the company: –

Not applicable as the Articles of Association of the company is silent on the determination of a floor price / minimum price of the equity shares issued on preferential basis.

The Articles of Association of the issuer do not provide a specific method of determination floor price so the price calculated under relevant Regulation of the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 shall be considered as the issue price for equity shares to be allotted pursuant to the preferential issue.

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is Monday, 17th March 2025.

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Individuals, LLP and Body Corporate including but not limited to private limited Companies belonging to Promoter, Promoter Group and Non Promoters category (Public).

7. Intention of promoters, directors, key managerial personnel (KMP) or senior management of the issuer to subscribe to the offer:

Except, Mr. Arvind Krishnagopal Machhar (Promoter/Promoter Group, Director and KMP), Mr. Sandeep Bhagwatiprasad Machhar (Promoter/Promoter Group and Director), Mr. Sunil Machhar (Promoter/Promoter Group), Mr. Anil B Machhar (Promoter/Promoter Group), Mr. Nawneet B Machhar (Promoter/Promoter Group), Mr. Ravi Krishnagopal Machhar (Promoter/Promoter Group), No other existing Promoters, Directors, Key Managerial Personnel or Senior Management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

8. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Stock Exchange is pending, the allotment shall be

completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Please refer Annexure - A to this notice for details.

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

The Equity Shares are proposed to be allotted to persons belonging to the Promoter and Promoter Group and Non promoters of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue. The pre and post issue holding of the proposed allottees are as under:

Name of the Proposed Allottees	Category	Present pre-issue Shareholding As on 14.03.2025		Post issue shareholding*		Ultimate beneficial owners	Change in control , if any
		Pre-issue Holding	% of total equity capital	Post-issue Holding	% of total equity capital		
Sunil Machhar	Promoter / Promoter Group	3,13,650	5.96	6,63,650	5.59	Sunil Machhar	No Change
Anil B Machhar	Promoter / Promoter Group	2,31,460	4.40	5,81,460	4.90	Anil B Machhar	No Change
Nawneet B Machhar	Promoter / Promoter Group	54,992	1.04	4,04,992	3.41	Nawneet B Machhar	No Change
Arvind K Machhar	Promoter / Promoter Group	7,67,108	14.57	11,17,108	9.42	Arvind K Machhar	No Change
Sandeep Machhar	Promoter / Promoter Group	86,922	1.65	4,36,922	3.68	Sandeep Machhar	No Change
Ravi Krishnagopal Machhar	Promoter / Promoter Group	1,05,292	2.00	4,55,292	3.84	Ravi Krishnagopal Machhar	No Change
Neeraj Bansal	Public	0	0	1,00,000	0.84	Neeraj Bansal	No Change
Anshu Bansal	Public	0	0	1,00,000	0.84	Anshu Bansal	No Change
Bluestone	Public	0	0	1,10,000	0.93	Udayan	No

Construction LLP						Maheshwari Manushi Maheshwari	Change
Bluestones Infrastructure India Private Limited	Public	0	0	1,25,000	1.05	Ssharad S Mahiswari Shubhrra Maheshwari	No Change
Bluestone Engineering LLP	Public	0	0	1,75,000	1.48	Ssharad S Mahiswari Shubhrra Maheshwari	No Change
SFM Holdings LLP	Public	0	0	1,65,000	1.39	Ssharad S Mahiswari Shubhrra Maheshwari	No Change
Anant Kandoi	Public	0	0	1,00,000	0.84	Anant Kandoi	No Change
Sweta Anant Kandoi	Public	0	0	50,000	0.42	Sweta Anant Kandoi	No Change
Manav Kandoi	Public	0	0	50,000	0.42	Manav Kandoi	No Change
Viresh Marda	Public	0	0	1,00,000	0.84	Viresh Marda	No Change
Pooja Soni	Public	0	0	2,00,000	1.69	Pooja Soni	No Change
Shailesh Narayan Rathi	Public	0	0	25,000	0.21	Shailesh Narayan Rathi	No Change
Sakhi Mahesh Rathi	Public	0	0	1,50,000	1.26	Sakhi Mahesh Rathi	No Change
Saloni Varun Valia	Public	0	0	1,50,000	1.26	Saloni Varun Valia	No Change
Vaibhav Manish Kabra	Public	0	0	45,000	0.38	Vaibhav Manish Kabra	No Change
Shlok Gourav Kabra	Public	0	0	45,000	0.38	Shlok Gourav Kabra	No Change
Mala Kabra	Public	0	0	60,000	0.51	Mala Kabra	No Change
Siddhant Gourav Kabra	Public	0	0	45,000	0.38	Siddhant Gourav Kabra	No Change
Shubh Vinil Kabra	Public	0	0	60,000	0.51	Shubh Vinil Kabra	No Change
Abhishek Kamal Kishore Kabra	Public	0	0	45,000	0.38	Abhishek Kamal Kishore Kabra	No Change
Dilip Soni	Public	0	0	1,00,000	0.84	Dilip Soni	No Change

Haresh Joisher	Public	0	0	2,50,000	2.11	Haresh Joisher	No Change
Kamal Joisher	Public	0	0	2,50,000	2.11	Kamal Joisher	No Change
Varun Joisher	Public	0	0	20,000	0.17	Varun Joisher	No Change
Malti Joisher	Public	0	0	90,000	0.76	Malti Joisher	No Change
Palak Vinil Kabra	Public	0	0	1,50,000	1.26	Palak Vinil Kabra	No Change
Anjana Soni Thakur	Public	0	0	1,50,000	1.26	Anjana Soni Thakur	No Change
Rajeev Vyas	Public	0	0	2,00,000	1.69	Rajeev Vyas	No Change
Sachin Naresh Jain	Public	0	0	50,000	0.42	Sachin Naresh Jain	No Change
Naresh Jain	Public	0	0	50,000	0.42	Naresh Jain	No Change
Lalita Jain	Public	0	0	50,000	0.42	Lalita Jain	No Change
Amit Umarshi Bhanushali	Public	0	0	50,000	0.42	Amit Umarshi Bhanushali	No Change
Vikram Bhanushali	Public	0	0	50,000	0.42	Vikram Bhanushali	No Change
Vatsal K joisher	Public	0	0	90,000	0.76	Vatsal K joisher	No Change
Sweta Abhishek Lath	Public	0	0	2,50,000	2.11	Sweta Abhishek Lath	No Change
Samir Harshad Mehta	Public	0	0	80,000	0.67	Samir Harshad Mehta	No Change
Poonam Dhanuka	Public	0	0	35,000	0.30	Poonam Dhanuka	No Change
Shubham Agrawal	Public	0	0	35,000	0.30	Shubham Agrawal	No Change
Chetan Agrawal	Public	0	0	35,000	0.30	Chetan Agrawal	No Change
Arjun Bijlani	Public	0	0	35,000	0.30	Arjun Bijlani	No Change
Sunil Agrawal	Public	0	0	35,000	0.30	Sunil Agrawal	No Change
Pundlik Somaji Dakhate	Public	0	0	25,000	0.21	Pundlik Somaji Dakhate	No Change
Piyush Pinjani	Public	0	0	35,000	0.30	Piyush Pinjani	No Change
Prateek Shrivastav	Public	0	0	25,000	0.21	Prateek Shrivastav	No Change
Sarika Agrawal	Public	0	0	25,000	0.21	Sarika Agrawal	No Change
Anuradha Gupta	Public	0	0	25,000	0.21	Anuradha Gupta	No Change
Bharat Gangwani	Public	0	0	1,00,000	0.84	Bharat Gangwani	No Change

Bhavika Chavda	Public	0	0	2,00,000	1.69	Bhavika Chavda	No Change
Jayshree Shah	Public	0	0	85,000	0.72	Jayshree Shah	No Change
Parag Vaghela	Public			25,000	0.21	Parag Vaghela	No Change

*Assuming full Allotment.

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allottees	Current status of the allottees namely promoter or non promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Sunil Machhar	Promoter / Promoter Group	Promoter / Promoter Group
2.	Anil B Machhar	Promoter / Promoter Group	Promoter / Promoter Group
3.	Nawneet B Machhar	Promoter / Promoter Group	Promoter / Promoter Group
4.	Arvind K Machhar	Promoter / Promoter Group	Promoter / Promoter Group
5.	Sandeep Machhar	Promoter / Promoter Group	Promoter / Promoter Group
6.	Ravi Krishnagopal Machhar	Promoter / Promoter Group	Promoter / Promoter Group
7.	Neeraj Bansal	Non-Promoter	Non-Promoter
8.	Anshu Bansal	Non-Promoter	Non-Promoter
9.	Bluestone Construction LLP	Non-Promoter	Non-Promoter
10.	Bluestones Infrastructure India Private Limited	Non-Promoter	Non-Promoter
11.	Bluestone Engineering LLP	Non-Promoter	Non-Promoter
12.	SFM Holdings LLP	Non-Promoter	Non-Promoter
13.	Anant Kandoi	Non-Promoter	Non-Promoter
14.	Sweta Anant Kandoi	Non-Promoter	Non-Promoter
15.	Manav Kandoi	Non-Promoter	Non-Promoter
16.	Viresh Marda	Non-Promoter	Non-Promoter
17.	Pooja Soni	Non-Promoter	Non-Promoter
18.	Shailesh Narayan Rathi	Non-Promoter	Non-Promoter
19.	Sakhi Mahesh Rathi	Non-Promoter	Non-Promoter
20.	Saloni Varun Valia	Non-Promoter	Non-Promoter
21.	Vaibhav Manish Kabra	Non-Promoter	Non-Promoter
22.	Shlok Gourav Kabra	Non-Promoter	Non-Promoter
23.	Mala Kabra	Non-Promoter	Non-Promoter
24.	Siddhant Gourav Kabra	Non-Promoter	Non-Promoter
25.	Shubh Vinil Kabra	Non-Promoter	Non-Promoter
26.	Abhishek Kamal Kishore Kabra	Non-Promoter	Non-Promoter
27.	Dilip Soni	Non-Promoter	Non-Promoter
28.	Hareesh Joisher	Non-Promoter	Non-Promoter
29.	Kamal Joisher	Non-Promoter	Non-Promoter
30.	Varun Joisher	Non-Promoter	Non-Promoter
31.	Malti Joisher	Non-Promoter	Non-Promoter
32.	Palak Vinil Kabra	Non-Promoter	Non-Promoter

33.	Anjana Soni Thakur	Non-Promoter	Non-Promoter
34.	Rajeev Vyas	Non-Promoter	Non-Promoter
35.	Sachin Naresh Jain	Non-Promoter	Non-Promoter
36.	Naresh Jain	Non-Promoter	Non-Promoter
37.	Lalita Jain	Non-Promoter	Non-Promoter
38.	Amit Umarshi Bhanushali	Non-Promoter	Non-Promoter
39.	Vikram Bhanushali	Non-Promoter	Non-Promoter
40.	Vatsal K joisher	Non-Promoter	Non-Promoter
41.	Sweta Abhishek Lath	Non-Promoter	Non-Promoter
42.	Samir Harshad Mehta	Non-Promoter	Non-Promoter
43.	Poonam Dhanuka	Non-Promoter	Non-Promoter
44.	Shubham Agrawal	Non-Promoter	Non-Promoter
45.	Chetan Agrawal	Non-Promoter	Non-Promoter
46.	Arjun Bijlani	Non-Promoter	Non-Promoter
47.	Sunil Agrawal	Non-Promoter	Non-Promoter
48.	Pundlik Somaji Dakhate	Non-Promoter	Non-Promoter
49.	Piyush Pinjani	Non-Promoter	Non-Promoter
50.	Prateek Shrivastav	Non-Promoter	Non-Promoter
51.	Sarika Agrawal	Non-Promoter	Non-Promoter
52.	Anuradha Gupta	Non-Promoter	Non-Promoter
53.	Bharat Gangwani	Non-Promoter	Non-Promoter
54.	Bhavika Chavda	Non-Promoter	Non-Promoter
55.	Jayshree Shah	Non-Promoter	Non-Promoter
56.	Parag Vaghela	Non-Promoter	Non-Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

No preferential allotment has been made to any person during the year during financial year.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable as present issue is for cash basis.

16. Undertakings:

- I. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are willful defaulters or fraudulent borrower.

18. Name and the address of Valuer who performed valuation

The valuation was performed by Mr. Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad City, Ahmedabad, Gujarat – 380001.

19. Company Secretary's Certificate

The certificate from M/s. Krushang Shah & Associates, Practicing Company Secretary (ICSI Membership No.: 42187 CP No: 26085) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link www.aptpackaging.in under Investor Tab.

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

Issue and allotment of upto 66,00,000 (Sixty Six Lakhs) Equity Shares to Promoter and Promoter Group and Non-Promoters, on cash basis. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of upto 66,00,000 (Sixty Six Lakhs) Equity Shares at the price of Rs. 30/- per share (Rupees Thirty Only) (Face Value of Rs. 10/- (Rupees Ten only) each plus a premium of Rs. 20/- (Rupees Twenty only) per share) to promoter, promoter group and Non-Promoter on cash basis for total aggregating to Rs. 19,80,00,000/- (Rupees Nineteen Crore Eighty Lakh Only). Date of passing Board Resolution for aforesaid Preferential Issue is 18th March, 2025.

24. Amount which the company intends to raise by way of such securities:

The Company intends to raise total aggregating to Rs. 19,80,00,000/- (Rupees Nineteen Crore Eighty Lakh Only).

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Except intent to subscribe Equity shares, no other contribution is being made by the existing promoters / promoter group or directors either as part of the offer or separately in furtherance of objects.

26. Principle terms of assets charged as securities:

Not Applicable

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of equity shares to the Investor is being sought by way of a special resolution as set out in the said item no. 4 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.4 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives there of are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 4 of this notice except and to the extent of their shareholding in the Company and number of shares proposed to be subscribe in present Issue.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR APT PACKAGING LIMITED**

Sd/-

Date- March 18, 2025

Place- Aurangabad

**Jyoti Suresh Bajpai
Company Secretary**

**Registered Office:
Gut No. 76, Village Pangra Paithan Road,
Tq. Paithan, Aurangabad, Aurangabad,
Maharashtra, India, 431106**

Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on 14.03.2025)		Post-Issue (Assuming full Allotment)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters & Promoter Group Holding				
A1	Indian				
	Individuals/Hindu undivided Family	31,65,095	60.13	52,65,095	44.38
	Bodies Corporate / Any Other	6,62,346	12.58	6,62,346	5.58
	Sub Total A1	38,27,441	72.72	59,27,441	49.96
A2	Foreign				
	Individuals/Hindu undivided Family	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A	-	-	-	-
	Total Promoters & Promoter Group Holding A1 + A2	38,27,441	72.72	59,27,441	49.96
B	Public shareholders				
B1	Institutions	-	-		
B2	Institutions (Domestic)	12,900	0.24	12,900	0.11
B3	Institutions (Foreign)	-	-	-	-
B4	Central Government/ State Government(s)/ President of India	-	-	-	-
B5	Non-Institutions				
	Resident Individuals	10,25,680	19.49	49,50,680	41.74
	Non Resident Indians (NRIs)	1,781	0.03	1,781	0.01
	Bodies Corporate	3,91,614	7.44	9,66,614	8.15
	HUF	4,051	0.08	4,051	0.03
	Total Public Holding B1+B2+B3+B4+B5	14,36,026	27.28	59,36,026	50.04
C	Shares held by custodians				
	Grand Total A + B + C	52,63,467	100	1,18,63,467	100



APT PACKAGING LIMITED
REG. OFFICE : GUT NO. 76, VILLAGE PANGRA PAITHAN ROAD, TQ. PAITHAN,
AURANGABAD, MAHARASHTRA, INDIA, 431106
CIN: L24100MH1980PLC022746|| WEBSITE: www.aptpackaging.in
PHONE: +91 99601 00449 || EMAIL: complianceexecutive@aptpackaging.in

ATTENDANCE SLIP

Date _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue.

Name	
Address	
DP ID*	
Client ID*	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.
I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wendsday, 16th April, 2025 at 12:30 PM (IST), at the registered office of the company situated at Gut No. 76, Village Pangra Paithan Road, Tq. Paithan, Aurangabad, Aurangabad, Maharashtra, India, 431106.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

FORM OF PROXY
(Form MGT-11)

(Pursuant to section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L24100MH1980PLC022746

Name of the Company: APT PACKAGING LIMITED

Registered office: Gut No. 76, Village Pangra Paithan Road, Tq. Paithan, Aurangabad, Maharashtra, India, 431106

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

1. Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him;

2. Name: _____
Address: _____
Email ID: _____
Signature: _____ or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wendsday, 16th April, 2025 at 12:30 PM (IST), at the registered office of the company situated at Gut No. 76, Village Pangra Paithan Road, Tq. Paithan, Aurangabad, Maharashtra, India, 431106 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolutions	Optional*	
		For	Against
Special Business:			
1	To Increase the authorised share capital of the Company and consequential amendment to the capital clause in the Memorandum of Association of the Company		
2	To alter and adopt new set of Memorandum of Association (MOA) of the company as per the Companies Act, 2013		
3	Adoption of New set of Articles of Association of the Company		
4	To Issue of Equity shares on Preferential Basis		

Affix
Revenue
Stamp**

Signed this _____ day of April, 2025

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

** Kindly cancel the Revenue Stamp after affixing the same.

ROAD MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING

Venue of the EGM:  : Gut No. 76, Village Pangra Paithan Road, Tq. Paithan, Aurangabad, Maharashtra, India, 431106

