



অসম পেট্র’-কেমিকেলচ্ লিমিটেড

ASSAM PETRO-CHEMICALS LIMITED

(A Government of Assam Undertaking) | An ISO 9001:2015 Certified Company
CIN- U24116AS1971SGC001339, GSTN: 18AABCA6913A1Z6

Registered Office

5th Floor, Orion Place, Mahapurush Srimanta Sankardev
Path, Bhangagarh, Guwahati, Assam-781005, India

(0361) 3510424

Email: aplguw@assampetrochemicals.co.in
Web: www.assampetrochemicals.co.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear member(s),

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of Assam Petro Chemicals Limited (APL) will be held at **11:30 AM (IST) on Tuesday, February 03, 2026** through Video Conference (VC)/ Other Audio Visual Means (OAVM) at the Registered Office of the Company **5th Floor, Orion Place, Mahapurush Srimanta Sankardev Path, Bhangagarh, Guwahati, Assam-781 005** to transact the following business:

SPECIAL BUSINESS:

Resolution No. 1:

ALTERATION OF MEMORANDUM OF ASSOCIATION FOR INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 750.00 CRORES TO RS. 1250.00 CRORES

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**.

“RESOLVED THAT pursuant to provisions of Section 13,14 and 61 of the Companies Act, 2013 and other applicable provisions, if any and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and article 47 of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.750,00,00,000.00 (Rupees Seven Hundred Fifty Crore) to Rs. 1250,00,00,000.00 (Rupees One Thousand Two Hundred Fifty Crore) by creating 50,00,00,000 (Fifty Crores) equity shares of Rs. 10.00 (Rupees ten) each, ranking *pari passu* in all respect with existing equity shares of the Company.”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered by substitution of the following figures and words:

V. The share capital of the Company is Rs.1250,00,00,000 (Rupees One Thousand Two Hundred Fifty Crore) divided into 125, 00,00,000 (One Hundred Twenty Five Crore) equity shares of Rs.10 (Rupees Ten) each, with rights and privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things whatsoever and to settle any questions, difficulties or doubts that may arise in this regard.”

Resolution No. 2

FURTHER ISSUE OF SHARES ON PREFERENTIAL BASIS

To consider and if thought fit to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Section 62(1) (c) read with Section 42 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other applicable provisions, if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to the provision of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to issue, offer and invite subscriptions for and allot 18,60,10,000 equity shares of face value Rs. 10 each aggregating to Rs. 186,01,00,000.00 (Rupees One Hundred Eighty-Six Crore One Lakh Only) on preferential basis to the following entities of the promoter group at an issue price of Rs. 10.00 each for cash and consideration other than cash as per detail mentioned in the table below.

Sl. No.	Name	PAN	Address	No. of Shares
1.	Oil India Limited	AAACO2352C	OIL HOUSE, Plot No. 19, Sector 16A, Noida-201 301, Uttar Pradesh	9,07,80,000
2.	Governor of Assam	Not Applicable	Industries, Commerce and PE Department, Govt. of Assam, Janata Bhawan, Dispur, Guwahati - 781006	8,25,70,000
3.	Assam Gas Co. Ltd.	AABCA6977C	6 th Floor, Central Mall, Mahapurush Srimanta Sankardev Path, Christian Basti, Guwahati, Assam PIN- 781005	1,26,60,000

RESOLVED FURTHER THAT

- a private placement offer letter in Form PAS-4 together with an application form be issued to above mentioned entities inviting them to subscribe to the Equity Shares, as finalized by the Board of Directors.

- b) Equity Shares offered to Oil India Limited be issued for consideration other than cash by adjusting the outstanding natural gas invoiced amount.
- c) The Equity Shares shall be allotted within sixty (60) days from the receipt of the share application money.
- d) These Equity Shares shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company.
- e) No fresh offer or invitation shall be made on private placement basis unless the allotments with respect to this offer or invitation have been completed or the offer or invitation has been withdrawn or abandoned by the Company.
- f) Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution No. 3

INCREASE THE BORROWING POWER OF THE COMPANY FROM RS. 1250.00 CRORES TO RS. 1550.00 CRORES

To consider and if thought fit to pass the following resolutions as **Special Resolutions**:

“**RESOLVED THAT** in supersession of the resolution passed by the members of the Company in the 49th Annual General Meeting held on December 11, 2020, the consent of the members of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other applicable provisions, read with the Articles of the Association of the Company, to borrow monies for and on behalf of the Company from time to time at their discretion for the purpose of the business of the Company, which together with the funds already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) provided that total amount borrowed by the Board shall not exceed Rs. 1550.00 Crores (Rupees one thousand five hundred fifty crore only), or the aggregate of paid –up share capital and free reserves of the Company whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, and writings as may be required to give effect this resolution.”

By Order of the Board of Directors of
Assam Petro Chemicals Ltd.
Sd/-

Date : January 02, 2026

Place : 5th Floor,

Orion Place, Mahapurush Srimanta Sankardev Path
Bhangagarh, Guwahati, Assam-781005

(Uttam Bailing)

Company Secretary

Notes:

1. Statements pursuant to the provisions of Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolutions mentioned in this EGM Notice.
2. Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. 03/2025 dated September 22, 2025 (“**MCA circular**”) has permitted conducting of Extraordinary General Meeting (“**EGM**”) through Video Conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”). In compliance with the MCA Circular, the EGM of Assam Petro Chemicals Ltd. (“**APL**” / “**the Company**”) will be held through VC / OAVM without the physical presence of the Members at the common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend in the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for the members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel etc. who are allowed to attend the EGM without restriction.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be

transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.assampetrochemicals.co.in. Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. The documents mentioned in this EGM notice is available for inspection at the registered office of the Company during the office hours 10:00 AM to 5:00 PM except Saturdays, Sundays and holidays notified by the Government of Assam. Members of the Company may also request for copy of the report/ documents by writing to aplguw@assampetrochemicals.co.in.
10. ISIN of the shares of the Company is INE277D01010, members are requested to dematerialize their shares.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **January 31, 2026 at 09:00 A.M. (IST)** and ends on **February 02, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., **January 27, 2026**, 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 being **January 27, 2026**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-

	<p>Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 and 022 - 2499 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbimandebnath@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to aplguw@assampetrochemicals.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to aplguw@assampetrochemicals.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for

VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at aplguw@assampetrochemicals.co.in latest by 30th January, 2026. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ ask questions during the EGM.
7. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get themselves connected to a device with good video and audio alongwith good internet speed.
8. The Company reserved the right to restrict the number of questions and number of speakers as appropriate for smooth conduct of the EGM.

Explanatory statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013

Item No. 1:

The present authorized share capital and paid-up share capital of the company are Rs. 750.00 crores and Rs. 621.68 crores respectively. The Company has implemented and commissioned the 500 TPD Methanol and 200 TPD Formalin project at a revised project cost of Rs. 2267.22 crores. The total cost of the project has increased by Rs. 558.04 crores from Rs. 1709.18 crores. Assam Petro Chemicals Ltd. is being a Government of Assam undertaking functioning under the administrative control of the Industries, Commerce and Public Enterprise Department approached to the Government of Assam for approval of the increased project cost. The Cabinet of the Government of Assam in its meeting held on 23rd October 2025 accorded approval on the revised cost of the 500 TPD Methanol and 200 TPD

Formalin project. The additional cost of the 500 TPD Methanol and 200 TPD Formalin project is proposed to raise through debt from banks/ FIs and equity capital from the select promoters of the Company through preferential allocation of shares at a debt equity ratio of 2:1. The equity amount and debt amount of the increased amount of the project cost will be Rs. 186.01 crores and Rs. 372.03 crores respectively.

In order to infuse fresh equity capital to finance the increased cost of the project, it is required to enhance the Authorised Share Capital of the Company beyond Rs. 750 crores by altering the Memorandum of Association of the Company. The Company may also require infusion of further equity capital to implement various value-added downstream projects viz., Di-Methyl Ether, N Methyl Aniline, Methyl Amine etc. in future.

Considering the proposed raising of equity capital and future infusion of equity capital to take-up value added downstream for projects, the Board of Directors of the Company has decided to alter the Capital Clause of the Memorandum of Association of the Company by increasing the Authorized Share Capital to Rs. 1250.00 crores creating additional 50 crores equity shares of Rs. 10.00 each ranking *pari passu* with the existing equity shares.

The Board of Directors of the Company recommends passing the resolution.

None of the Directors and Key Managerial Personnel or their relatives are directly or indirectly interested in the resolution.

Item No. 2

In order to raise capital, the Company proposes to invite subscription for equity shares through preferential allocation of shares. As per section 62(1) (c) read with Section 42 of the Companies Act, 2013 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company requires the approval of Members for private placement. The details of the private placement offer are as under:

Objects of the Offer:

The Company has completed implementation of the 500 TPD Methanol and 200 TPD Formalin project at a cost of Rs. 2267.22 crores. The Company raised equity capital for the project from the select members of the promoter group viz. Governor of Assam, Oil India Limited (OIL) and Assam Gas Company Limited (AGCL) in debt equity ratio 2:1. Cost of the project has increased from Rs. 1709.18 crores to Rs. 2267.22 crores with a cost overrun of Rs. 558.04 crores. The amount of cost overrun of the project is also proposed to fund at same debt equity

ratio. The Governor of Assam, Oil India Ltd. and Assam Gas Company Limited have already infused equity capital for implementation of the project as follows:

Governor of Assam	Rs. 232,25,00,000.00
Assam Gas Co. Ltd.	Rs. 35,61,48,500.00
Oil India Limited	Rs. 303,25,00,000.00

Total	Rs. 571,11,48,500.00

(Rupees five hundred seventy-one corers eleven lakhs forty-eight thousand five hundred only)

Since, the cost of the 500 TPD Methanol and 200 TPD Formalin project has increased by Rs. 558.04 crores, therefore after obtaining the revised project cost approval from the Government of Assam, the Board of Directors of the Company in 393rd meeting held on December 22, 2025 decided to raise equity portion of the increased cost of the project from the Governor of Assam, Oil India Ltd. and Assam Gas Co. Ltd as follows:

Governor of Assam	Rs. 82,57,00,000.00
Assam Gas Co. Ltd.	Rs. 12,66,00,000.00
Oil India Limited	Rs. 90,78,00,000.00

Total	Rs. 186,01,00,000.00

(Rupees one hundred eighty-six crore one lakh only)

The proposal for equity investment of the Governor of Assam and Assam Gas Co. has already been approved by the Cabinet of the Government of Assam on October 23, 2025. For implementation of the project and infusion of fresh equity capital in the Company, a tripartite Memorandum of Understanding (MOU) was signed among the Government of Assam and Oil India Ltd. and Assam Petro Chemicals Ltd. on February 03, 2018. Pursuant to the MoU, Oil India Ltd. and Government of Assam including Assam Gas Co. Ltd. have been infusing equity capital in the Company in a ratio so that 51% control of the Company remains jointly with the Government of Assam, Assam Industrial Development Corporation Ltd. (AIDC) and Assam Gas Company Limited and Oil India Limited controls does not exceed 49% of equity as other public shareholders holds very minimal percentage of equity holding. After the proposed infusion of fresh equity capital, the Government of Assam along with AIDC and AGCL will remain in holder of 51% of equity capital and OIL will hold 48.80% of the equity capital of the Company.

According to Section 62(1) (c) of the Companies Act, 2013 and Rule 13 of the Companies (Share Capitals and Debentures) Rules, 2014, preferential allocation of shares requires valuation of shares done through a registered valuer to determine the value of the equity shares. Accordingly, the Company appointed Shri Kushal Bhagat Bagadia, registered valuer

to determine the value of the equity shares of the Company. Shri Kushal Bhagat Bagadia, having office at the 2nd Floor, above Punjab National Bank, Bharalumukh, Guwahati-781 009, the registered valuer has submitted his valuation report dated November 26, 2025. According to the Equity Share Capital Valuation Report, the value of the share of the Company is Rs. 0.79 (Rupees zero and seventy-nine paise only) as on September 30, 2025.

Oil India Limited has been supplying natural gas to the Company for commissioning and operation of the 500 TPD Methanol plant. During the commissioning period of the 500 TPD Methanol project, OIL supplied natural gas worth Rs. 279.75 crore which constitutes a major part of the escalated cost of the project. APL is unable to make full payment of natural gas used during the commissioning period and it remains outstanding in the books of accounts of the Company. OIL vide letter no. BD(G)/02/02/2025/535 dated December 18, 2025 urged the company to set off the outstanding dues to OIL amounting to Rs. 90,78,00,000.00 through allotment of equity shares.

In view of the above, it is proposed to issue equity shares at its face value of Rs. 10 each (Rupees ten only) on preferential basis. The offer is proposed to be made to the persons / entities in the manner recorded below:

SI No.	Name	PAN	Address	Nos. of shares
1	Oil India Ltd.	AAACO2352C	OIL HOUSE, Plot No. 19, Sector 16A, Noida-201 301, Uttar Pradesh	9,07,80,000
2	Governor of Assam	Not Applicable	Industries, Commerce and PE Department, Janata Bhawan, Dispur, Guwahati, PIN-781006	8,25,70,000
3	Assam Gas Company Ltd.	AABCA6977C	6 th Floor, Central Mall, Mahapurush Srimanta Sankardev Path, Christian Basti, Guwahati, Assam PIN-781005	1,26,60,000

Therefore, equity shares of face value of Rs. 10 each are proposed to be issued to Governor of Assam and Assam Gas Company Ltd. against cash and to Oil India Ltd. for a consideration other than cash by setting off the share application amount from the invoiced outstanding natural gas amount.

As per Section 42 and 62(1)(c) of the Companies Act 2013 the term 'Private Placement' means any offer of securities or invitation to subscribe securities to a select group of persons by a Company (other than by way of public offer) through issue of a private placement offer letter and which satisfies the conditions specified in the section 42 of the Companies Act, 2013.

Total number of securities to be issued: The Company proposes to issue 18,60,10,000 Equity shares of face value Rs. 10 each at par i.e., Rs. 10 per Equity share.

The issue price of the equity shares is fixed at par because the value of the equity shares determined by Shri Kushal Bhagat Bagadia, registered valuer having office at 2nd Floor, above Punjab National Bank, Bharalumukh, Guwahati-781 009 is lower than the face value of the shares.

1. Relevant date with reference to which the price has been arrived

The value of shares determined by the registered valuer as on September 30, 2025 based on the audited financial statements for Financial Years ending March 31, 2023, 2024, 2025 and provisional financials for the half year ended September 30, 2025.

The Company proposes to allot the shares to the Promoters of the Company except Assam Industrial Development Corporation Ltd. because these three promoters are the sponsors of the 500 TPD Methanol and 200 TPD Formalin project undertaken by the Company.

The Company shall complete the allotment of proposed private placement of the equity shares within 60 days from the date of receiving the application money. If the company is not able to allot the securities within that period, it shall repay the application money within fifteen days from the date of completion of sixty days and if the company fails to repay the application money within the aforesaid period, it shall be liable to repay that money with interest at the rate of 12% per annum from the expiry of the sixtieth day.

2. There will not be any change in control in the Company consequent to the preferential offer.

3. The company hasn't allotted any shares on preferential basis during the Financial Year 2025-26.

4. The pre-issue and post-issue equity shareholding pattern of the Company is as under:

Names of the proposed allottees	Pre Issue of shares		Post issue of shares	
	Nos. of equity shares	%age	Nos. of equity shares	% of equity share capital
Oil India Ltd.	30,32,50,000	48.80	39,40,30,000	48.80
Governor of Assam	23,22,50,000	37.38	31,48,20,000	38.99
Assam Gas Co. Ltd.	3,56,14,850	5.73	4,82,74,850	5.98
Assam Industrial Development Corporation Ltd.	4,97,12,190	8.00	4,97,12,190	6.16
Others	5,56,930	0.09	5,56,930	0.07

5. The terms of the Preferential Issue of Shares are as under:

- An offer cannot be made to more than 200 persons in aggregate in a financial year and not more than 50 people in each offer.

- The limitation is not just on the allotment to 200 people but even an invitation to subscribe can't be made to more than 200 people.
- The minimum Investment size shall not be less than Rs. 20,000/- of face value of the securities per person and payment for subscription shall be made through the Bank Account of the Subscribers only.
- Neither public advertisements will be released nor any media, marketing or distribution channels or agents will be used to inform the public at large about such an offer.
- No fresh allotment or invitation shall be made unless the allotment or invitation made earlier has been completed or has been withdrawn or abandoned by the Company.
- The Company shall maintain complete record of Private Placement Offers in form PAS-5.
- The money so received shall be kept in a separate Bank Account of the Company and utilized only for allotment.
- The Company can allot shares only to those persons whose name is decided by the Board of Directors. The application form has to be numbered and addressed specifically to the person to whom the offer is made.
- A valuation report is required by a Registered Valuer to justify the price of the securities. The Registered Valuer can be a Company Secretary, Chartered Accountants or a Cost Accountants in Practice.

The Board of Directors of the Company recommends for passing of the resolution as special resolution.

None of the Directors and Key Managerial Personnel or their relatives are directly or indirectly interested in the resolution.

Item no. 3:

Assam Petro Chemicals Limited has implemented and commissioned the 500 TPD Methanol and 200 TPD Formalin project. The original cost of the project was Rs. 1709.18 crores but during implementation period, the cost of the project has increased by Rs. 558.04 crores. The project cost has been funded at the debt equity ratio of 2:1. The equity capital of the project cost amounts to Rs. 571.11 crores has been funded by the Governor of Assam, Oil India Ltd. and Assam Gas Co. Ltd. at an agreed shareholding ratio. The debt capital of Rs. 1229.12 crores is solely funded by Power Finance Corporation Ltd. The increased project cost is proposed to raise at the debt equity ratio of 2:1 i.e., Equity and Debt amount Rs. 186.01 crores and Rs. 372.03 crores respectively. Worth mentioning that the Company has arranged Rs. 91.61 crores. Out of the required debt amount leaving Rs 280.42 crores as untied.

According to Section 180(1) (c) of the Companies Act, 2013, a company can borrow money exceeding the aggregate of the paid-up share capital and free reserve of the company if the same is approved by the shareholders through a special resolution. Pursuant to this provision

of the Companies Act, 2013, the shareholders of the Company in the 49th Annual General Meeting held on December 11, 2020 accorded approval to borrow monies for and on behalf of the Company not exceeding to Rs. 1250.00 crore or the aggregate of paid –up share capital and free reserves of the Company whichever is higher.

In order to raise debt fund required for the 500 TPD Methanol and 200 TPD Formalin project, the Company proposes to raise borrowing power of the Company from Rs. 1250 crore to Rs. 1550.00 crore.

The Board of Directors of the Company recommends passing the resolution as special resolution.

None of the Directors and Key Managerial Personnel or their relatives are directly or indirectly interested in the resolution.

By Order of the Board of Directors of
Assam Petro-Chemicals Ltd.

Sd/-
(Uttam Bailung)
Company Secretary

Date: January 2, 2026

Place: 5th Floor, Orion Place

Mahapurush Srimanta Sankardev Path
Bhangagarh, Guwahati, Assam-781005