

5th February 2024

To, The Manager - Listing Department, The National Stock Exchange of India Ltd Exchange Plaza, 5th floor, Plot no. C/1, "G" Block, Bandra-Kurla Complex, Mumbai-400051 Symbol: APCOTEXIND	To, Manager-Department of Corporate Services BSE Limited Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Security Code: 523694
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Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

This is in furtherance to our letter dated January 23, 2024 informing the exchanges about the decision of the Board for Appointment of Ms. Priti Savla (DIN: 00662996) as an Additional Non-Executive Independent Director of the Company subject to approval of the shareholders with effect from 23rd January 2024 for a period of five years.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Postal Ballot Notice dated January 23, 2024 along with the Explanatory Statement ("Notice") seeking approval of Members for appointment of Ms. Priti Savla (DIN: 00662996) as Non-Executive Independent Director of the Company for a period of 5 (Five) years by passing Special Resolution by way of remote e-voting process.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (the "SEBI Circular") and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, February 1, 2023 ("Cutoff date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Wednesday, February 7, 2024 (9:00 a.m. IST) and shall end on Thursday, March 7, 2024 (5:00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter. The result of the Postal Ballot will be announced within two working days from the conclusion of remote e-voting.

The above information will be made available on the website of the Company at <https://apcotex.com>.

You are requested to take the same on your records.

For Apcotex Industries Limited

Jeevan Mondkar
Company Secretary & Head - Legal

REGISTERED OFFICE

49-53, 3rd Floor, Mahavir Centre
Sector-17, Vashi, Navi Mumbai 400703
Maharashtra, India
T: + 91 22 2777 0800

CORPORATE OFFICE

NKM International House, 178, Backbay
Reclamation, Babubhai M. Chinai Marg
Mumbai 400020, India
T: + 91 22 2283 8302/04

TALOJA FACTORY

Plot No. 3/1, MIDC Industrial Area
Taloja, Dist. Raigad 410208
Maharashtra, India
T: + 91 22 2740 3500



apcotex industries limited

Registered Office: 49-53, Mahavir Centre, Sector-17, Vashi, Navi Mumbai - 400703
Email: redressal@apcotex.com. • Website: www.apcotex.com. Ph.: (B) +91-22-2777-0800

NOTICE

The Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**“the Act”**), and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), guidelines prescribed by the Ministry of Corporate affairs (**“MCA”**), Government of India, for holding General Meeting / Conducting Postal Ballot process through remote electronic voting (**“remote e-voting”**) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (**“MCA Circulars”**), Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (**the “SEBI Circular”**) and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 in the following item of Special Business is proposed to be passed by the Members of Apcotex Industries Limited (**“the Company”**) by means of Postal Ballot only by way of remote e-voting. The instructions regarding Remote e-voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, SS-2 and Regulation 36 of the SEBI Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item(s) and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (**“NSDL”**) for the purpose of providing remote e-voting facility to all its members.

The Board of Directors of the Company at its meeting held on 23rd January, 2024 has appointed D.S. Momaya & Co, LLP, Company Secretaries (LLPIN: L2022MH012300), as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 7th February 2024 and ends at 5.00 p.m. (IST) on Thursday, 7th March 2024.

The Scrutinizer shall submit his report to the Chairperson or to a person authorized by the Chairperson upon the completion of the scrutiny of the votes casted through remote e-voting. The result of the Postal Ballot will be announced within two working days from the conclusion of remote e-voting. The said results along with Scrutinizer’s Report shall be intimated to the Stock Exchanges where the Company’s shares are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. The results along with Scrutinizer’s Report shall also be hosted on the Company’s website at www.apcotex.com and on the e-voting website of NSDL i.e. on www.evoting.nsdl.com.

SPECIAL BUSINESS:

Resolution No. 1

APPOINTMENT OF MS. PRITI SAVLA (DIN: 00662996) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable Provisions, Sections, Rules of the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and that approved by the Board of Directors and in accordance with the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for appointment of Ms. Priti Savla (DIN: 00662996) as an Independent Director of the Company, who was appointed as an Additional Director (Non-Executive Independent Director) with effect from January 23, 2024 and who has submitted her consent and who meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations being so eligible, and in respect of whom the Company has received a notice in writing as per Section 160 of the Act and not liable to retire by rotation, to hold office for a period of 5 (Five) Consecutive Years with effect from January 23, 2024 till January 22, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Priti Savla be paid such fees and remuneration and / or profit-related commission as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT any one of the Director and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

BY ORDER OF THE BOARD
For apcotex industries limited

Jeevan Mondkar
Company Secretary & Head – Legal
Membership No: A22565

Date: January 23, 2024

Place: Mumbai

Registered Office:

49-53, 3rd Floor, Mahavir Centre,

Sector-17, Vashi,

Navi Mumbai - 400703

NOTES:

1. A statement pursuant to section 102 read with section 110 of the Act and other applicable provisions, if any, of the Act along with the applicable rules as may be prescribed therein, in relation to resolution as set out in the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars and SEBI Circulars, the Postal Ballot Notice along with the instructions regarding remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as at close of business hours on Thursday, 1st February 2024 (“**Cut-off date**”), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
3. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or its Registrar and Transfer Agent in case the shares are held by them in physical form. Members may follow the instructions given under point no.15 for registering their e-mail addresses.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited (“NSDL”) as the agency for facilitating remote e-voting to enable the Members to cast their votes through remote e-voting. In accordance with the MCA Circulars and SEBI Circulars, the Members can vote only through remote e-voting.
5. As per the MCA Circulars and SEBI Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting.
6. A copy of the Postal Ballot Notice is available on the website of the Company at website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of our Remote e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.
7. All documents referred to in the Postal Ballot Notice or explanatory statement will be available for inspection by the Members, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting (“e-voting period”). Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests in advance to redressal@apcotex.com from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between e-voting period i.e. from Wednesday, 7th February 2024 to Thursday, 7th March 2024.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, 1st February 2024 Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolution by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice.
10. The e-voting period commences at 9.00 a.m. (IST) on Wednesday, 7th February 2024 and ends at 5.00 p.m. (IST) on Thursday, 7th March 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through remote e-voting facility only. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The remote e-voting will be blocked by Thursday, 7th March 2024, 5 p.m. (IST) and will not be allowed beyond the said date and time.
11. The Board of Directors of the Company at its meeting held on 23rd January, 2024, have appointed D.S. Momaya & Co, LLP, Company Secretaries (LLPIN: L2022MH012300) as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. They have communicated their willingness for such an appointment
12. The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized by the Chairman, within two working days from the conclusion of remote e-voting. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
13. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.apcotex.com and on the website of NSDL e-voting website at www.evoting.nsdl.com immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited & National Stock Exchange of India Limited.

14. The Resolution, if approved by Postal Ballot through requisite majority remote e-voting, shall be deemed to have been passed on Thursday, 7th March 2024 i.e. the last date specified for receipt of votes through the remote e-voting process.
15. Process for those Members whose e-mail ids are not registered with the Depository Participant/the Company or its Registrar and Transfer Agent for procuring user id and password and registration of e-mail ids for e-voting for the resolution is as follows:

Registration of email addresses: Members holding shares in physical mode and who have not updated their email addresses with the Company or its Registrar and Transfer Agent are requested to update their email addresses by sending the in ISR-1 form duly filled and signed, mentioning Folio No., Name and address of the Member, 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) and self- attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant depository participants.

16. **The procedure and instructions for e-voting are as follows:**

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

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-voting system

A) Login method for e-voting 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. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33</p>

B) Login Method 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 VerificationCode 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 divya.dsmco@gmail.com with a copy marked to evoting@nsdl.com. 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 Mr. Amit Vishal at evoting@nsdl.com

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 redressal@apcotex.com.
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 redressal@apcotex.com.

If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Item No. 1:

As required under Section 102 read with Section 110 of the Act and rules made thereunder, the following is the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution of the accompanying Notice.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed, Ms. Priti Savla (DIN: 00662996) as an Additional, Non-Executive Independent Director of the Company with effect from January 23, 2024. Her appointment is subject to the approval of the Members of the Company. The said appointment will be for a term of 5 (five) consecutive years upto January 22, 2029 and not liable to retire by rotation, in terms of all the applicable provisions of the Act.

Ms. Priti Savla has the following Educational Qualifications:

- Chartered Accountant – ICAI
- Insolvency Professional – IBBI
- Social Auditor – NISM
- Entrepreneurship Management – Indian School of Business-ISB
- DISA (ICAI)
- Certificate Course in Forensic Accounting & Fraud Detection
- Graduation in Commerce
- Social Auditor – passed the examination conducted by NISM, SEBI

Ms. Priti is a fellow member of the Institute of Chartered Accountants of India (ICAI) and partner in K P B & Associates. She is practising since more than 24 years in the areas of strategic planning, business advisory, corporate governance, ESG advisory, CSR & impact assessment, internal audit & risk mitigation.

She is Chairperson of Sustainability Reporting Standard Board, ICAI. She is member of Sustainability Standards Advisory Forum of International Sustainability Standards Board (ISSB) of IFRS Foundation. She is Director in Institute of Social Auditors of India, Governing Council Member of Social Stock Exchange - BSE. She is Public Interest Director in NSE Clearing Limited, Independent Director in Sun Pharma Laboratories Limited, IRB Infrastructure Development Limited, Aarti Drugs Limited, ITI Mutual Funds Trustees Pvt. Ltd; Si creva Capital Services Pvt. Ltd. She has successfully completed 2 tenures of Independent Director at Aarti Industries Limited.

She is the first Social Auditor India, ISAI, Insolvency Professional - IBBI, holds a certificate in Entrepreneurs' Development Programme - ISB, Diploma in Information System Audit - ICAI, Certificate Course in Forensic Accounting & Fraud Detection - ICAI.

The company has received requisite consent and declarations from Ms. Priti Savla including confirmation that she meets the criteria of independence as prescribed under section 149(6) of the act and Regulation 16(1)(b) of SEBI Listing Regulations. She is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given her consent to act as director.

Further, she confirmed that she is in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and she has registered herself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Priti Savla possesses appropriate skills, experience and knowledge and fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. She is independent of the management. The Board considers that association with Ms. Priti Savla would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as '**Annexure-1**' may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

Ms. Priti Savla is interested in the Resolution mentioned in Item No. 1 of the Notice with regard to her appointment. Her relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the **Special Resolution** set out at **Item No. 1** of the Notice for approval by the Members of the Company through Postal Ballot.

BY ORDER OF THE BOARD
For apcotex industries limited

Jeevan Mondkar
Company Secretary & Head – Legal
Membership No: A22565

Date: January 23, 2024

Place: Mumbai

Registered Office:

Apcotex Industries Limited

Registered Office: 49-53, 3rd Floor, Mahavir Centre,

Secor-17, Vashi. Navi Mumbai - 400703

Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI Listing Regulations and applicable provisions of SS-2 - Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI).

Name of the Director	Ms. Priti Savla
Designation	Non-Executive Independent Director
DIN	00662996
Age	46 Years
Experience and nature of expertise in specific functional area	Ms. Priti Savla is a fellow member of the Institute of Chartered Accountants of India (ICAI) and partner in K P B & Associates. She's practising since more than 24 years in the areas of strategic planning, business advisory, corporate governance, ESG advisory, CSR & impact assessment, internal audit & risk mitigation.
Qualifications	<ul style="list-style-type: none"> • Chartered Accountant – ICAI • Insolvency Professional – IBBI • Social Auditor – NISM • Entrepreneurship Management – Indian School of Business- ISB • DISA (ICAI) • Certificate Course in Forensic Accounting & Fraud Detection • Graduation in Commerce • Social Auditor – passed the examination conducted by NISM, SEBI
Date of first appointment on the Board	January 23, 2024
Relationship with other directors, if any	Ms. Priti Savla has no relationship with other directors, and Key Managerial Personnel of the Company.
Details of Remuneration sought to be paid	Sitting fees to be paid for attending Board/Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.
Details of Listed entities from which she resigned during the last three years.	Aarti Industries Ltd
Memberships/ Chairmanships of committees across all other companies	Refer Annexure II
Number of Meetings attended during the year (FY 2023-24) till the date of postal ballot notice	Nil
Number of Equity Shares held in the Company	Nil
Directorships held in other companies as on the date of the Postal Ballot Notice	Refer Annexure III
Terms and conditions of appointment & Remuneration	As per the resolution set out in this Notice read with the Statement hereto.
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/justification for choosing the appointee for appointment as Independent Directors	Please refer to the Explanatory Statement

Memberships/ Chairmanships of committees across all other companies

Sr. no.	Name of the Company	Name of the Committee(s)	Whether Member or Chairman
1	Sun Pharma Laboratories Limited	Audit Committee	Chairperson
2	NSE Clearing Limited	Audit Committee	Chairperson
		CSR Committee	Member
		Member and Core Settlement Guarantee Fund Committee	Member
		RCM Committee	Member
		Regulatory Oversight	Member
		Stakeholders Relationship Committee	Member
3	Si Creva Capital Services Private Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Member
		Risk Management Committee	Member
4	Aarti Drugs Limited	Stakeholders Relationship Committee	Chairperson
		Nomination & Remuneration Committee	Chairperson
		Audit Committee	Member
		CSR Committee	Member
5	ITI Mutual Funds Trustees Private Limited	Risk Management Committee	Chairperson
6	IRB Infrastructure Developers Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member

Directorships / Patnership held in other companies / Firms as on the date of the Postal Ballot Notice

Sr. no.	Names of the Companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/ change in interest or concern
1	Institute Of Social Auditors Of India	Additional Director
2	NSE Clearing Limited	Public Interest Director
3	Si Creva Capital Services Private Limited	Independent Director
4	ITI Mutual Fund Trustee Private Limited	Independent Director
5	Perch Foundation	Director
6	IRB Infrastructure Developers Limited	Independent Director
7	Aarti Drugs Limited	Independent Director
8	Sun Pharma Laboratories Limited	Independent Director
9	Perch Strategic Advisors Private Limited	Director
10	KPB & Associates, Chartered Accountants	Partner