



Date: 10th May 2019

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,

Sub: Notice of Annual General Meeting

This is to inform you that the **33rd Annual General Meeting** of the members of **apcotex industries limited** will be held at EBONY Hall, Tunga Hotel, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703 on **Tuesday, 4th June 2019 at 11:00 AM**

Further, in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith notice of the 33rd Annual General Meeting.

This is for your reference and records.

Thanking you,

Yours truly,

For Apcotex Industries Limited

Anand V Kumashi
Company Secretary

apcotex industries limited

TALOJA PLANT : Plot No. 3/1, MIDC Industrial Area, Taloja-410 208, Dist-Raigad, Maharashtra, India. Tel:+91-22-27403500 Fax:+91-22-27412052
CORPORATE OFFICE : NKM International House, 178, Backbay Recl., B. M. Chinai Marg, Mumbai-400 020, Maharashtra, India. Tel:+91-22-22838302/04.

CIN NO. L99999MH1986PLC039199 Website:www.apcotex.com

NOTICE

NOTICE is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of **apcotex industries limited** will be held at **EBONY Hall, Tunga Hotel, Plot No. 37, Sector 30 - A, Vashi, Navi Mumbai 400 703** on **Tuesday, the 4th day of June 2019** at **11.00 am** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March 2019 together with the Reports of the Board of Directors and Auditor thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Atul Choksey (DIN 00002102), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. **Appointment of Mr Udayan Choksi as Director and an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr Udayan Choksi (DIN 02222020), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th July 2018 under Section 161(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules 2014, whose term of office expires at the ensuing AGM and is eligible for appointment, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act, The Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 as amended time to time, Mr Udayan Choksi (DIN 02222020), who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and applicable regulations of SEBI (LODR) Regulations, 2015 and who is eligible for appointment and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, for a first term of five consecutive years to hold the office from the conclusion of 33rd AGM and up to the conclusion of the 38th AGM of the Company in the calendar year 2024.

5. **Re-appointment of Mr Abhiraj Choksey as a Managing Director**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Central Government, if any, required, the Company hereby approves appointment of Mr. Abhiraj Choksey (DIN 00002120), as Managing Director of the Company, for a further period of three (3) years, effective from 1st May 2019, upon the terms and conditions set-out in the draft agreement submitted to this meeting and for identification signed by Chairman thereto, which agreement is hereby specifically approved with authority to the Board of Directors including committees thereof, to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto”.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Abhiraj Choksey, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Mr. Abhiraj Choksey, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.”

6. **Re-appointment of Mr Y B Gadgil as an Executive Director**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force), Mr. Y B Gadgil (DIN 07353169) be and is hereby appointed as an Executive Director of the Company, for a period effective from 6th February 2019 to 31st March 2020, on the same terms and conditions of the existing employment with the Company, with liberty to the Board of Directors/Committee of Board thereof, to alter and vary such terms and conditions of the said appointment, including remuneration within, the maximum limits prescribed under provisions of the Companies Act, 2013”.

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Y B Gadgil, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Mr. Y B Gadgil, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.”

7. **Re-appointment of Dr. S. Sivaram as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Dr. S. Sivaram (DIN 00009900), whose present term as an Independent Director ends at the conclusion of 33rd AGM of the Company in the calendar year 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from the conclusion of 33rd AGM and up to the conclusion of the 38th AGM of the Company in the calendar year 2024.

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, approval of the members of the Company be and is hereby accorded for continuation of directorship of Dr. S. Sivaram (DIN 00009900) as the Non-Executive Director of the Company, who will be above the age of 75 (Seventy Five) years during the year 2022.

8. **Re-appointment of Mr. Shailesh Vaidya as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Shailesh Vaidya (DIN 00002273), whose present term as an Independent Director ends at the conclusion of 33rd AGM of the Company in the calendar year 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from the conclusion of 33rd AGM and up to the conclusion of the 38th AGM of the Company in the calendar year 2024.

9. **Re-appointment of Mr. Kamlesh Vikamsey as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Kamlesh Vikamsey (DIN00059620), whose present term as an Independent Director ends at the conclusion of 33rd AGM of the Company in the calendar year 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for

independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from the conclusion of 33rd AGM and up to the conclusion of the 38th AGM of the Company in the calendar year 2024.

10. **Approval of Annual Remuneration payable to single Non-Executive Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 17 (6) (ca) of SEBI (LODR) Regulations, 2015, as amended, approval of the members of the Company be and is hereby accorded for payment of Commission of ₹ 48.00 lacs to Mr Atul Choksey – Chairman of the Company, out of total commission of ₹ 62.00 lacs for Non-Executive Directors of the Company, as computed under Section 198 of the Companies Act, 2013 @ 1% of the net profits of the Company for the financial year .

“**RESOLVED FURTHER** that Shri Anand V Kumashi – Company Secretary, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.

11. **Sub - Division of Equity Shares of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)d 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) and Article 8 and other enabling provisions of the Articles and Memorandum of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each equity shares of nominal value of ₹ 5/- (Rupee Five) of the Company be sub-divided into equity shares of nominal value of ₹ 2/- (Rupees Two) each and each unclassified shares of nominal value of ₹ 5/- (Rupee Five) of the Company be sub-divided into unclassified shares of nominal value of ₹ 2/- (Rupees Two) each, consequently, the Authorized Share Capital of the Company of ₹ 31,61,00,000/- (Rupees Thirty One Crores and Sixty One Lakhs only) shall stand as under:

Particulars	Pre Sub – Division		
	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Equity Shares	6,31,60,000	5	31,58,00,000
Preference Shares	500	100	50,000
Unclassified shares	50000	5	2,50,000
Total Authorized Shares Capital			31,61,00,000
Paid Up Share Capital	2,07,37,984	5	10,36,89,920

Particulars	Post Sub – Division		
	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Equity Shares	15,79,00,000	2	31,58,00,000
Preference Shares	500	100	50,000
Unclassified shares	1,25,000	2	2,50,000
Total Authorized Shares Capital			31,61,00,000
Paid Up Share Capital	5,18,44,960	2	10,36,89,920

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company as above, the 2,07,37,984 (Two Crores Seven Lacs Thirty Seven Thousand Nine Hundred Eighty Four) issued equity shares of the nominal value of ₹ 5/- (Rupees Five) of the Company shall stand sub-divided into 5,18,44,960 (Five Crores Eighteen Lacs Forty Four Thousand Nine Hundred Sixty) Equity Shares of the nominal value of ₹ 2/- (Rupee Two) each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of ₹ 5/- (Rupee Five) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record date” and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof and in case of members who hold the equity shares / opt to receive sub-divided equity shares in dematerialized form, the sub-divided equity shares shall be credited to the respective beneficiary account of the Members, with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares, whether in physical form or in dematerialized form.

RESOLVED FURTHER THAT upon the sub-division of face of value of each share from Rs 5/- to Rs 2/-, all fractions resulting from the sub-division of shares in the aforesaid manner shall be consolidated into whole Equity shares and the Board shall have the authority to dispose-off such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the members concerned.”

RESOLVED FURTHER THAT Shri Abhiraj Choksey – Managing Director or Shri Anand V Kumashi – Company Secretary, of the Company be and is hereby authorized severally to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

12. **Amendment of the Capital Clause of the Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions, if any of the Companies Act 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof) and up on sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

V The Authorised Share Capital of the Company is ₹ 31,61,00,000/- (Rupees Thirty One Crores Sixty One Lacs only) divided into 15,79,00,000(Fifteen Crores Fifty Seventy Nine Lacs) Equity Shares of ₹ 2/- (Rupees Two Only) each and 500/- (Five Hundred) Preference Shares of ₹ 100/- (One Hundred) each and 1,25,000 (Fifty Thousand) Unclassified Shares of ₹ 2/- (Rupees Two) each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, Shri. Abhiraj Choksey – Managing Director or Shri Anand V Kumashi – Company Secretary, of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regards thereto.”

13. **Amendment of Article 2 of the Articles of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment thereof) and up on sub-division of equity shares, consent

of the Members of the Company be and is hereby accorded to amend and substitute Article 2 of the Articles of Association of the Company with the following new Article 2:

“2. The Authorised Share Capital of the Company is ₹ 31,61,00,000/- (Rupees Thirty One Crores Sixty One Lacs only) divided into 15,79,00,000 (Fifteen Crores Fifty Seventy Nine Lacs) Equity Shares of ₹ 2/- (Rupees Two Only) each and 500/- (Five Hundred) Preference Shares of ₹ 100/- (One Hundred) each and 1,25,000 (Fifty Thousand) Unclassified Shares of ₹ 2/- (Rupees Two) each.

“RESOLVED FURTHER THAT Shri. Abhiraj Choksey – Managing Director and / or Shri. Anand V Kumashi – Company Secretary, of the Company, be and is hereby authorized severally to do all such acts, deeds and things and to delegate all or any of the powers to any Director(s) or Officer(s) of the Company as may be required to give effect to the above Resolution.”

14. **Ratification of Remuneration to Cost Auditor of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 148(3)and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) there off or the time being in force), the remuneration payable to M/s V J Talati & Co., Cost Accountants, who have been appointed by the Board of Directors at their meeting held on 29th January 2019, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19 and 2019-20, on a remuneration of ₹ 50,000/- for each financial year plus taxes as applicable and reimbursement of expenses incurred by them in connection with the audit, be and is hereby ratified.”

“RESOLVED FURTHER THAT Shri Abhiraj Choksey – Managing Director or Shri Anand V Kumashi – Company Secretary, of the Company,be and is here by authorized severally to do all acts and take all such stepsas may be considered necessary, proper or expedient to give effect to this Resolution.”

15. **Approval Tour/Medical Expenses of Chairman of The Company**

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

“RESOLVED THAT subject to necessary approvals if any required, under Section 188, 197 and 198 and any other applicable provisions of the Companies Act, 2013, consent of the Company in General Meeting be and is hereby accorded to Shri Atul Choksey drawing from the Company, the following perquisites and benefits:

Reimbursement of all medical expenses incurred by him and his spouse in India and / or aboard, for medical treatment, such medical expenses to include:

- a. Full hospitalisation and post hospitalisation expenses incurred over and above reimbursement that he may receive against a Medclaim Policy taken from an Insurance Company operating in India and/ or abroad.
- b. Expenses incurred on medicines, instruments of medical support etc., incurred at home or in hospital.
- c. Expenses incurred by him and his spouse for travel abroad for medical treatment.

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during the business tours, provision of chauffer driven car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals.

Provided further that such reimbursement shall be within the limits stipulated under the schedule V and any other provisions of the Companies Act, 2013

16 Authorization for Borrowing power of the Company

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

“RESOLVED THAT in supersession of the Special Resolution passed at 28th Annual General Meeting held on 31st July 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, such sums of monies as they may deem requisite for the purposes of business of the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) notwithstanding that such borrowings may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which the monies may be borrowed by the Board of Directors shall not exceed the sum of **₹ 300 crores (Rupee Three Hundred Crores)**”.

17. Commission to Non-Executive Director

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

“RESOLVED THAT pursuant to Sections 197, 198, and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as “the Act”) and Regulation 17(6) of the SEBI (LODR) Regulations, 2015 and subject to all approvals, permissions and sanctions as may be necessary, the approval of the Company be and is hereby accorded for payment of remuneration/commission to the Director(s) of the Company who is/are neither in the whole-time employment with the Company nor Managing Director(s) of the Company, in such manner and up to

such extent as the Board of Directors of the Company (“the Board” which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may so determine from time to time, but not exceeding 3% of the net profits calculated pursuant to Section 198 of the Act and such payments shall be made in respect of profits of the Company for each financial year.

RESOLVED FURTHER THAT the above remuneration/ commission shall be in addition to the fees payable to the Directors for attending the meetings of the Board or any Committee thereof or for any other purpose whatsoever, as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board or any other meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorised to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard.

Notes:

The Company's Statutory Auditor, M/s SGD & Associates LLP was appointed as Statutory Auditor's for a period of five consecutive years at the 32nd AGM of the Company held on 27th July 2018 on remuneration to be determined by the Board of Directors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, which came into effect from 7th May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditor has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditor have given a confirmation to the effect that they are eligible to continue with their appointment and have not been dis qualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

**BY ORDER OF THE BOARD
For apcotex industries limited**

ANAND V. KUMASHI
Company Secretary

Date: 25th April 2019

Registered Office:
49-53, Mahavir Centre,
Sector 17, Vashi,
Navi Mumbai - 400 703

NOTES:

1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A statement giving the relevant detail of the Directors seeking appointment/re-appointment under item no. 3 to 9 of the accompanying Notice, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 is annexed herewith.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, instead of himself and a proxy need not be a member of the company.
The instrument appointing a proxy should be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the meeting.
4. A person can act as a proxy on behalf of the members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID / folio no.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the Meeting.
8. Relevant documents referred in the accompanying Notice and in the Statements are open for inspection by the Members at the Company's Registered Office between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.
9. The Register of Shareholders and Share Transfer Books of the Company will remain closed from **Saturday, the 25th day of May 2019 to Monday, the 3rd day of June 2019**, (inclusive of both days).
10. Dividend recommended by Board of Directors, if approved by the shareholders at the Annual General Meeting, will be paid / dispatched on or after **4th June 2019** to those shareholders whose names appear on the Register of Shareholders as on **24th May 2019**. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of **24th May 2019**, as per the details furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
11. SEBI has mandated the submission of PAN by every participant in security market. Shareholder holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company.
12. Pursuant to the provisions of Section 124 of Companies Act, 2013 the Company has transferred the unclaimed dividends upto the financial year 2010-11 from time to time on due dates, to the Investors Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF (Uploading of Information regarding unpaid / unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 27th July 2018 (date of last AGM) on the website of the Company viz. www.apcotex.com, as also on the website of the Ministry of Corporate Affairs viz. www.mca.gov.in.
13. Members holding shares in the single name and physical form are advised to make nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialised form are advised to make a nomination through their Depository Participants. The nomination form can be obtained from Company's Registrars and Share Transfer agent viz. Link Intime India Pvt Ltd.
14. Shareholders are requested to notify the changes, if any, in their addresses to the Company's Registrars immediately.
15. The company is using National Electronic Clearing Services (NECS) for dividend remittance. Shareholders holding shares in physical form are requested to notify/send to the Company's Registrar and Share Transfer Agent at: Link Intime India Pvt Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai-400 083, immediately, details of any change in their address/mandate/bank details; and particulars of their bank account, in case the same have not been sent earlier.
16. Shareholders holding shares in the electronic form are requested to inform any change in address / bank mandate directly to their respective Depository Participants. The address / bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants.
17. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.

E-VOTING:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 30th May 2019 (9:00 am) and ends on 3rd June 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th May 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 30th May 2019 (9:00 am) and ends on 3rd June 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th May 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Apcotex Industries Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile

(xix) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- VI. Mr. Mahesh Hurgat, Practicing Company Secretary (Membership No. 7139 & C.P. No. 2498) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow

voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- VIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.apcotex.com and on the website of CDSL e-voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd and NSE Ltd.

ANNEXURE TO NOTICE

STATEMENT (Pursuant to section 102(1) of the Companies Act, 2013)

Item No.4

The Board of Directors in their meeting held on 27th July 2018 has appointed Mr. Udayan Choksi as an Additional Director of the Company pursuant to provisions of Section 161(1) of the Act and Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Udayan Choksi would hold the office upto the conclusion of the ensuing AGM and is eligible to be appointed.

Mr. Udayan Choksi is a member of Audit and Stakeholders Relationship Committee and he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence for getting appointed as an Independent Director on the Board. As per the said Section 149, an Independent Director can hold the office for a term upto 5 (Five) years on the Board of the Company and not subjected to retirement by rotation.

The Company has received the declarations from the said Director stating that he meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Mr. Udayan Choksi possesses appropriate skills, experience and knowledge, inter alia in the field of indirect tax, tax litigation, finance etc.

In the opinion of the Board, Mr. Udayan Choksi fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Mr. Udayan Choksi is an independent of the management.

Brief resume of Mr. Udayan Choksi, nature of his expertise in specific function areas and names of companies in which he holds directorship and memberships/chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the annexure to the Notice forming part of the Annual Report.

Considering the vast experience and knowledge, it will be in the interest of the Company that Mr. Udayan Choksi is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Udayan Choksi as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Save and except Mr. Udayan Choksi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item No.5

The Board of Directors at their meeting held on 16th May 2016 had appointed Mr. Abhiraj Choksey as Managing Director of the Company for a term of 3 years effective from 1st May 2016 on the terms and conditions set out in the Agreement entered by the Company with him. The shareholders were approved the appointment of Mr. Abhiraj Choksey on 10th August 2016. The term of Mr. Abhiraj Choksey will end on 30th April 2019 and is eligible to be re-appointed.

Mr. Abhiraj Choksey is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

The Board of Directors of the Company at their meeting held on 28th March 2019 have, in accordance with the provisions of Articles of Association of the Company and subject to the approval of the shareholders in General Meeting and that of the Central Government, if required, under the provisions of the Companies Act, 2013, decided to re-appoint Mr. Abhiraj Choksey, as "Managing Director" of the Company, for a further period of 3 (Three) Years, effective from 1st May 2019.

Mr. Abhiraj Choksey is a Bachelor of Science in Economics from Wharton Business School and also Bachelor of Science in Engineering from the Engineering School, both of University of Pennsylvania in U.S.A. He has several years of experience in the field of finance, system engineering, strategy formulation, administration etc, and also as a Management Consultant, having worked in a consulting firm in USA and in a software company in our Country.

Mr. Abhiraj Choksey is a relative of Company's Chairman, Mr. Atul Choksey, Mr. Amit Choksey and by virtue of this appointment; he will continue to hold an office or place of profit in the Company in accordance with the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

The re-appointment and remuneration of the Managing Directors are approved by the Nomination and Remuneration Committee, comprising of Dr. S. Sivaram, Mr. Kamlesh Vikamsey, Mrs. Priyamvada Bhumkar, independent directors of the Company and Mr. Atul Choksey - Chairman, in their meeting held on 28th March 2019.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with the said Mr. Abhiraj Choksey are as under:

Salary: ₹ 3,10,600/- (Rupees Three Lacs Ten Thousand Six Hundred Only) per month, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1st day of April each year.

Allowances: House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

Managerial Allowance: ₹ 4,81,850/- (Rupees Four Lacs Eighty One Thousand Eight Hundred Fifty Only) per month, with rise to be determined by the Board of Directors, including committee thereof, effective from 1st day of April each year.

Variable Pay Plan as per the rules in force in the Company, from time to time.

Perquisites: Perquisites are classified into three categories "A", "B" and "C" as follows;

Part "A"

Housing

(1) Free furnished residential accommodation or (2) in case of his own flat on ownership basis, then House Rent Allowance of an amount as may be fixed by the Board of Directors, or (3) in case of occupation of the rented premises then reimbursement of actual rent paid in respect of such premises. In case of all the above amenities such as gas, electricity, water, servants, painting, repairs, upkeep and general maintenances of the premises as are desired by the Director to be provided at the Company's expenses. In case of (2) & (3) such furniture or benefits in respect of furniture as may be required by Director, to be provided at the Company's expense.

The expenditure incurred if any, by the Company on gas, electricity, water and furnishings, furniture etc; to be made available to the Managing Director shall be valued as per the Income Tax Rules, as are in force from time to time.

Reimbursement of Expenses:

1. Payment of Medical Insurance premium and reimbursement of expenses actually incurred for self, wife, dependent, children including hospitalization expenses, nursing home charges, treatment expenses, surgical expenses etc.
2. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
3. The expenses, as may be borne by the Company for providing security to Mr. Abhiraj Choksey and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

Leave Travel Concession:

Leave Travel Concession for the Managing Director and his family, once in a year incurred in accordance with the Rules of the Company, in force from time to time.

Personal Accident Insurance:

Personal Accident insurance, the annual premium of which will not exceed ₹ 20,000/- or coverage under the Group Personal Accident Insurance Policy taken / as may be taken by the Company every year during the tenure of this appointment.

Club Fees:

Fees of clubs subject to a maximum of two clubs.

Part “B”**Provident Fund:**

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary.

Gratuity, Pension and Superannuation:

Benefits in accordance with the rules and regulations in force in the Company from time to time.

Part “C”**Car:**

Provision of a car and driver for both official and personal use of the Managing Director in accordance with Company's Policy.

Telephone:

Provision of telephone at residence of the Managing Director. Personal long distance calls on telephone shall be billed by the Company to the Managing Director in accordance with Company's Policy.

Other Benefits:

1. Leave: Leave with full pay and allowance in accordance with the rules and regulations of the Company in force from time to time. Leave encashment in accordance with the rules and regulations of the Company in force from time to time, to be permitted at the end of the term, after obtaining such approvals as may be necessary.
2. Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
3. Such other benefits and amenities as are provided to Senior Officers of the Company from time to time.

The remuneration as aforesaid of the Managing Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 2013, its Schedule V and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

The draft of the agreement to be entered into by the Company with Mr. Abhiraj Choksey is available for inspection by the shareholders of the Company at the Registered Office of the Company, between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Except Mr. Atul Choksey, Mr. Amit Choksey, no other Director(s) or Key Managerial Personnel of the Company and their relatives other than the concerned Managing Director are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders for re-appointment of Mr. Abhiraj Choksey for further period of 3 years with effect from 1st May 2019

Item No. 6

The Board of Directors at their meeting held on 6th February 2016 had appointed Mr. Y B Gadgil as an Executive Director of the Company for a term of 3 years effective from 6th February 2016 on the same terms and conditions of the existing employment with the Company. The shareholders approved the appointment of Mr. Y B Gadgil on 10th August 2016. The term of Mr. Y B Gadgil was expired on 5th February 2019 and is eligible to be re-appointed.

Mr. Y B Gadgil is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act and has given his consent to act as an Executive Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

The Board of Directors of the Company at their meeting held on 28th March 2019, have in accordance with the provisions of Articles of Association of the Company and subject to the approval of the shareholders in General Meeting and that of the Central Government, if required, under the applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), decided to re-appoint Mr. Y B Gadgil, as an “Executive Director” of the Company, for a period with effect from 6th February 2019 to 31st March 2020.

Mr. Y B Gadgil is a Bachelor of Chemical Engineering from Laxminarayan Institute of Technology, Nagpur, passed out in 1980 and worked at Union Carbide, Chembur, Mumbai Plant and with Asian Paints and then joined the company during 1981. During his service he had handled Sales & Marketing function, Production, Projects, Responsible for all latex segments, worked closely with Technical Function for product development and approval of XSB products with new Technology and significant increase in market share of Paper and Carpet products. He had extensively worked on Capacity Expansion, Cost optimization, Quality improvement, Energy optimization, Productivity improvement ideas and their implementation.

Mr. Y B Gadgil is not related to any of the Board Members, KMPs of the Company. The re-appointment and remuneration of the Executive Directors is approved by the Nomination and Remuneration Committee, comprising of Dr. S. Sivaram, Mr. Kamlesh Vikamsey, Mrs. Priyamvada Bhumkar, Independent directors of the Company and Mr. Atul Choksey - Chairman, in their meeting held on 28th March 2019.

The terms and conditions of the employment and remuneration which will be applicable with effect from 1st April 2019, of Mr. Y B Gadgil, are as under:

Salary: ₹ 1,39,950/- (Rupees One Lac Thirty Nine thousand Nine hundred and Fifty only) per month, with an increment to be determined by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee effective from the 1st day of April each year.

Allowances: House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

Managerial Allowance: ₹ 1,93,750/- (Rupees One Lac Ninety three Thousand Seven hundred fifty Only) per month, with rise to be determined by the Board of Directors, including committee thereof, effective from 1st day of April each year.

Variable Pay Plan as per the rules in force in the Company, from time to time.

Perquisites: Perquisites are classified into three categories "A", "B" and "C" as follows;

Part "A"

Housing

(1) Free furnished residential accommodation or (2) in case of his own flat on ownership basis, then House Rent Allowance of an amount as may be fixed by the Board of Directors, or (3) in case of occupation of the rented premises then reimbursement of actual rent paid in respect of such premises. In case of all the above amenities such as gas, electricity, water, servants, painting, repairs, upkeep and general maintenances of the premises as are desired by the Director to be provided at the Company's expenses. In case of (2) & (3) such furniture or benefits in respect of furniture as may be required by Director, to be provided at the Company's expense.

The expenditure incurred if any, by the Company on gas, electricity, water and furnishings, furniture etc; to be made available to the Executive Director shall be valued as per the Income Tax Rules, as are in force from time to time.

Medical Expenses Reimbursement / Medical Insurance:

Payment of Medical Insurance premium and reimbursement of expenses as per rules of the Company applicable to all senior management personnel

Leave Travel Concession:

Leave Travel Concession for the Executive Director and his family, once in a year incurred in accordance with the Rules of the Company, in force from time to time.

Personal Accident Insurance:

Personal Accident insurance, the annual premium of which will not exceed ₹ 20,000/- or coverage under the Group Personal Accident Insurance Policy taken / as may be taken by the Company every year during the tenure of this appointment.

Club Fees:

Fees of clubs subject to a maximum of two clubs.

Part "B"

Provident Fund:

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary.

Gratuity, Pension and Superannuation:

Benefits in accordance with the rules and regulations in force in the Company from time to time.

Part "C"

Car:

Provision of a car and driver for both official and personal use of the Executive Director, in accordance with Company's Policy.

Telephone:

Provision of telephone at residence of the Executive Director. Personal long distance calls on telephone shall be billed by the Company to the Executive Director, in accordance with Company's Policy.

Other Benefits:

1. Leave: Leave with full pay and allowance in accordance with the rules and regulations in the Company in force from time to time. Leave encashment in accordance with the rules and regulations in the Company in force from time to time, to be permitted at the end of the term, after obtaining such approvals as may be necessary.
2. Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
3. Such other benefits and amenities as are provided to Senior Officers of the Company from time to time.

The remuneration as aforesaid of the Executive Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 2013, its Schedule V and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay the Executive Director

remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Nomination and Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Executive Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Executive Director are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 6 of the Notice.

Your Directors recommend his appointment by Special Resolution set out at Item no. 6 of the Notice, for a period with effect from 6th February 2019 to 31st March 2020, by the Shareholders.

Item No. 7 to 9

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Dr. S Sivaram, Mr. Kamlesh Vikamsey, and Mr. Shailesh Vaidya as an Independent Directors at the 28th AGM of the Company held on 31st July 2014 for a term of 5 years and their term ends at the conclusion of 33rd AGM (to be held on 4th June 2019) of the Company in the calendar year 2019.

As the above named Independent Directors shall be completing their first term of appointment at the 33rd AGM of the Company, they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. All the above named Independent Directors have consented to their re-appointment and confirmed that they are not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the declarations from the said Directors stating that they meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and they are not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on 28th March 2019 have recommended the re-appointment of the afore said persons as an Independent Director for a second

term of five consecutive years effective from conclusion of 33rd AGM to be held during June 2019 up to the conclusion of 38th AGM during the year 2024. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In the opinion of the Board, they fulfil the conditions for re-appointment as Independent Directors and they are independent of the Management.

Brief resume of above Independent Directors, nature of their expertise in specific function areas and names of companies in which they holds directorship and memberships/ chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the Annexure to this Notice, which is forming part of the Annual Report.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re-appointment is available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Dr. S. Sivaram, an Independent Director, who is eligible to be reappointed as an Independent Director, being recommended by Nomination and Remuneration Committee of Board and the Board of Directors of the Company for his appointment for a second term of consecutive 5 years, will be completing 75 years of age during the year 2022, wherein he is being reappointed till the AGM to be held during the year 2024. In compliance with Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018, approval of members by special resolution is necessary to continue as Director of the Company after attaining age of 75 years. Members needs to approve the appointment of Dr. S. Sivaram till the conclusion of AGM during the year 2024, even after attaining age of 75 years.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 7, 8 and 9 of the Notice.

The Board recommends the Special Resolutions as set out in Item Nos. 7, 8 and 9 of the Notice for approval of the Members.

Item No. 10

As per Regulation 17(6)(ca) of SEBI (LODR) (Amendment) Regulations, 2018, approval of shareholders is required annually, in case remuneration payable to a single non-executive director exceeds 50% of that payable to all non-executive director annually.

The Board of Directors in their meeting held on 25th April 2019, have approved the payment of commission of ₹ 48.00 lacs to Mr. Atul Choksey – Chairman of the Company, out of the total Commission of ₹ 62 lacs available for Non-Executive Directors of the Company, as computed under Section 198 of the Companies Act, 2013, @1% of net profits of the Company for the financial year, which is approved by the shareholders at the AGM held on 17th August 2017.

Since the amount of Commission payable to Mr. Atul Choksey – Chairman, as proposed by the Board of Directors, exceeds 50% of the total Commission amount available for Non-Executive Directors of the Company, the approval of Shareholders is required by way of a Special Resolution.

Mr Atul Choksey, Non-executive Director/Chairman of the Board and his relatives viz. Mr. Amit C Choksey and Mr. Abhiraj Choksey, are deemed to be interested in the resolution set out at Item No.10 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 10.

Your Board recommends the passing of Special Resolution set out at Item No. 10 of the Notice.

Item No. 11, 12 and 13:

At present, the equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and the Stock Exchange, Mumbai (BSE) and they are actively traded in NSE and BSE. The market price of the shares of the Company has also witnessed significant demand for Company's shares in last couple of years. Presently, the face value of the equity share of the Company is ₹ 5/-. In order to enhance the liquidity in the capital market, to widen shareholder base and to make the shares affordable to small investors, the Board of Directors in their meeting held on 25th April 2019 have considered it desirable to sub-divide (split the face value) of the existing nominal value of the equity shares of the Company from the present ₹ 5/- each paid-up per equity share into equity shares of ₹ 2/- each fully paid-up. Stock split would serve the purpose of raising liquidity of the shares without increasing the Company's equity servicing burden (as overall equity capital remains the same).

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V of the Memorandum of Association and Article 2 of the Articles of Association of the Company also need relevant amendment to give effect to the sub-division of equity shares.

None of the Directors of the Company is interested in the resolution, except to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

Your Directors recommend the resolution for your approval.

Item No. 14

Cost Auditor

The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors at their meeting held on 29th January 2019, have appointed M/s. V J Talati & Co., Cost Accountants, as Cost Auditor for conducting the audit of the cost records of the Company, for the financial year 2018-19 and 2019-20 on a remuneration of ₹ 50,000/- for each financial year plus taxes as applicable and re-imburement of expenses incurred by them in connection with the audit.

Pursuant to Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditor.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Management Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Resolution

The Board of Directors recommends the Ordinary Resolution set out at Item No. 14 of the accompanying Notice for approval by the Members.

Item No. 15:

Company's Chairman, Mr Atul Choksey, though not an Executive Chairman is presently devoting sizeable time and energy for the Company:

1. in the formulation and implementation of strategy for operating Company's business,
2. in devising ways and means of controlling costs and overheads of the Company and
3. in streamlining and / or improving the works and production processes for improving quality of the Company's products, their Costs and productivity of men and machines.
4. In Mergers and Acquisition, new product development and for updating the Company's technology compared to the latest technology used by global players in the market.

As Non-Executive Chairman, Mr Atul Choksey does not draw any remuneration from the Company except sitting fees for attending the meeting of the Board of Directors of the company and the Commission as approved by the Board of Directors of the Company out of 1% Commission as computed under Section 198 of the Companies Act 2013, which is available to Non-Executive Directors of the Company..

As services of Mr Atul Choksey are very valuable for the Company, the Board of Directors deem it fit and proper that he be allowed

Reimbursement of all medical expenses incurred by him and his spouse in India and / or abroad, for medical treatment, such medical expenses to include:

- Full hospitalisation and post hospitalisation expenses incurred over and above reimbursement that he may receive against a Medclaim Policy taken from an Insurance Company operating in India and/ or abroad.
- Expenses incurred on medicines, instruments of medical support etc., incurred at home or in hospital.
- Expenses incurred by him and his spouse for travel abroad for medical treatment.

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during the business tours, provision of chauffer driven car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals.

Item No. 16

Pursuant to the provisions of clause (c) of sub-section(1) of Section 180 of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital and free reserves of the Company, except with the consent of the shareholders of the Company. With a view to augment the funds required by the Company, the Board of Directors deems it advisable to raise long term finance by borrowing, whenever necessary. To obviate the need for the Company to obtain permission of shareholders every time before such transaction(s) take place, it is proposed to obtain a general sanction from the Shareholders by a Special Resolution.

None of the Directors is concerned or interested in the resolution under this item of the Notice.

Item No 17:

The members of the Company have at the AGM held on 17th August 2017, accorded their approval for payment of commission on profits to the Non-Executive Directors of the Company at a rate not exceeding 1% of the net profits of the Company in each financial year (computed in the manner provided in Sections 197 and 198 of the Companies Act, 2013). With the recent change in regulatory landscape, the involvement and participation of the Non-Executive Directors has enhanced to a large extent. The Non-Executive Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, legal, corporate strategy and finance. In order to bring the remuneration of the Non-Executive Directors in line and commensurate with the time devoted and the contribution made by them, the Board of Directors of the Company ('the Board') at the meeting held on 25th April 2019 have recommended for the approval of the members, payment of remuneration by way of commission to the Non-Executive Directors of the Company, as set out in the Resolution.

Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole time Directors) be paid such remuneration/commission as recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year, not exceeding 3% per annum of the net profits of the Company computed in accordance with Section 198 of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

The Board recommends the Special Resolution as set out in Item No.17 of the Notice for approval of the Members.

All the Non-Executive Directors and their relatives are concerned or interested in the Resolution at Item No. 17 set out in the Notice to the extent of the remuneration that may be received by each of them.

BY ORDER OF THE BOARD
For apcotex industries limited

ANAND V. KUMASHI
Company Secretary

Date: 25th April 2019

Registered Office:
49-53, Mahavir Centre,
Sector 17, Vashi,
Navi Mumbai - 400 703

Route Map



Annexure to Notice

Details of Directors seeking appointment/re-appointment at the forthcoming AGM in pursuance of Regulation 36 of SEBI (LODR) Regulations 2015

Name of the Director	Mr. Atul Choksey	Mr Udayan Choksi	Mr. Abhiraj Choksey	Mr. Y B Gadgil
Director Identification Number (DIN)	00002102	02222020	00002120	07353169
Date of Birth	17/10/1951	14/01/1976	05/08/1977	20/05/1958
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	23/01/1991	27/07/2018	26/11/2002	06/02/2016
Qualification	Chemical Engineer	Chartered Accountant & LLB	Bachelor of Science in Economics & Engineering.	Chemical Engineer
Shares held	31,10,700	-	27,10,287	2600
Experience / Expertise	Mr. Atul Choksey has more than three decades of experience in managing the affairs of the Company. He worked with Asian Paints Ltd in various capacities viz. whole-time director and as Managing Director from 1984 to 1997.	Mr Udayan Choksi is currently the Director of C.C. Choksi Advisors Private Ltd, Miramac Properties Private Ltd and CCC Will effect Private Ltd. He is the Managing Partner of Vox Law, and leads the indirect tax and customs service lines of the firm. He has been working in taxes for nearly 20 years at Big 4 accounting firms and prominent law firms, serving multinational corporations and India's largest businesses. Shri Udayan Choksi area of focus is tax optimised supply chains, and tax litigation.	Mr. Abhiraj Choksey has several years of experience in the field of finance, system engineering, strategy formulation, administration etc, and also as a Management Consultant, having worked in a consulting firm in USA and in a software Company in our Country.	Mr. Y B Gadgil Worked at Union Carbide, Chembur, Mumbai Plant during 1980 – 81 in "Production Function – Chemicals Division and thereafter with Apcotex Industries Ltd (Division of Asian Paints Ltd) since 1981. Currently, he is the Executive Director–Operations and in-charge of production, engineering, projects, supply Chain (till 2015), stores, IR and general Factory administration.
Remuneration last drawn	-	-	101.70 Lacs	41.71 Lacs
Remuneration proposed to be paid	-	-	114.00 Lacs	48.80 Lacs
List of Directorship held in other listed Companies	• Ceat Ltd	-	-	-
Membership / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	-/-	2/-	1/-	-
Relationship with other Board Members.	Related to Mr. Amit Choksey and Mr. Abhiraj Choksey	Not related to any Board Member or KMP	Related to Mr. Atul Choksey and Mr. Amit Choksey	Not related to any Board Member or KMP

Name of the Director	Dr. S. Sivaram	Mr. Kamlesh Vikamsey	Mr. Shailesh Vaidya
DIN	00009900	00059620	00002273
Date of Birth	04/11/1946	06/12/1960	03/11/1957
Nationality	Indian	Indian	Indian
Date of Appointment on Board	31/07/2014	31/07/2014	31/07/2014
Qualification	M.Sc, PHD & Research Associate.	Chartered Accountant	LLB, Solicitor
Experience / Expertise	<p>Dr. S. Sivaram was working with National Chemical Laboratory (NCL) as its Director and has over 30 years of experience in research on polymer synthesis, high performance polymers and surface chemistry of polymers.</p> <p>He has been conferred PADMA SHRI by President of India (2006).</p> <p>He is a director on the Board of Directors of the Public Ltd Companies.</p>	<p>Mr. Kamlesh Vikamsey is the Senior Partner of Khimji Kunverji & Co., Chartered Accountants, Mumbai.</p> <p>He was elected to the Central Council of ICAI in 1998 and remained as Central Council Member till 2007. He was Vice President of ICAI in 2004 and President in 2005.</p> <p>He is a director on the Board of Directors of the Public Ltd Companies.</p>	<p>Mr. Shailesh Vaidya is a law graduate and became Solicitor in the year 1983 and has been practicing as Advocate and Solicitor.</p> <p>He became partner of M/s. Kanga & Company, a firm of Solicitors, during 1983. He has expertise in various Laws, regulations related to real estate and corporate matters. He is also associated with the Government Law College of Mumbai University and serves on the Board of Directors of various reputed companies as an independent director.</p>
Shares held	-	-	-
List of Directorship held in other listed Companies	<ul style="list-style-type: none"> • Asian Paints Ltd • Supreme Petrochem Ltd • Deepak Nitrite Ltd • GMM Pfaudler Ltd 	<ul style="list-style-type: none"> • Navneet Education Ltd • Tribhovandas Bhimji Zaveri Ltd • GIC Housing Finance Ltd • PTC India Financial Services Ltd • Man Infraconstruction Ltd 	<ul style="list-style-type: none"> • Siyaram Silk Mills Ltd • Excel Industries Ltd
Membership / Chairmanships of Audit & Stakeholders' Relationship Committees across Public Companies	-/2	2/4	-/1
Relationship with other Board Members.	Not related to any Board Member or KMP	Not related to any Board Member or KMP	Not related to any Board Member or KMP