



apcotex industries limited

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of **apcotex industries limited** will be held at **Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra** on Thursday, the **5th** day of **July 2012** at **11.30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Accounts for the year ended 31st March 2012 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Amit C. Choksey, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Manubhai G. Patel, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. Bipin V. Jhaveri, who retires by rotation and, being eligible, offers himself for reappointment.
6. To appoint M/s. Shah & Co., Chartered Accountants as Auditors of the Company, and fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**;
“**RESOLVED THAT** Mr. Shailesh Vaidya, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.
8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**;
“**RESOLVED THAT** subject to the approval of Central Government, if required and of Financial Institutions, wherever necessary, consent of the Company be and is hereby accorded for payment of commission to Director of the Company other than the Managing / Whole Time Directors pursuant to and within limits as are or may be prescribed under the provisions of Section 198, 309, 349 and 350 and other applicable provisions of the Companies Act, 1956, in such amounts or proportion and in such manner as may be decided by the Board of Directors of the Company for each financial year and such payments shall be made out of the profits of the company for a period of five years commencing from 1st April 2012.”

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

ANAND V. KUMASHI
GM – Accounts, Finance &
Company Secretary

Date: 10th May 2012

Registered Office:

Plot no. 3/1, MIDC Industrial Area,
Taloja - 410 208, Dist. Raigad, Maharashtra

NOTES:

1. The relevant explanatory statement pursuant to Section 173 of the Companies Act 1956 is annexed hereto.
2. A member entitled to attend and vote, is entitled to appoint a proxy to attend and, on a poll, vote instead of himself/herself. A proxy need not be a member. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 29th day of June 2012** to **Wednesday, the 4th day of July 2012** (inclusive of both days).
4. Members are requested to notify the changes, if any, in their addresses to the Company's Registrars immediately.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting hall.
6. Dividend recommended by Directors, if approved by the members at the Annual General Meeting, will be paid / dispatched on or after 6th July 2012 to those members whose names appear on the Register of Members as on 29th June 2012. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of 28th June 2012, as per the details furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
7. The company is using National Electronic Clearing Services (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agent at: **LINK INTIME INDIA PVT LTD., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup - (w), Mumbai-400 078**, immediately, any change in their address / mandate / bank details; and Particulars of their bank account, in case the same have not been sent earlier.
8. Members 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.
9. In terms of Section 205A and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF). Accordingly, during the financial year 2011-12, the Company would be transferring the unclaimed or unpaid dividend for the financial year ended 31st March 2004 to the Investors Education and Protection Fund or before 23rd September 2011. Shareholders are requested to ensure that they claim the dividend from the Company before transfer of the said amount to the IEPF.

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10. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Recently, the Ministry of corporate Affairs (MCA), Government of India, through its Circular nos. 17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 respectively, has allowed companies to send official

documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email address.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to section 173(2) of the Companies Act, 1956)

Item No.7

The Board of Directors appointed Mr. Shailesh Shankarlal Vaidya as an Additional Director of the Company on 21st January 2012, with immediate effect, in accordance with Article 118 of the Articles of Association of the Company. By virtue of the said Article, he holds the office till the conclusion of the ensuing Annual General Meeting. Notice has been received by the Company from a shareholder proposing his appointment as Director of the Company under Section 257 of the Companies Act, 1956.

Mr. Shailesh Vaidya is a law graduate from Government Law College and became Solicitor in the year 1983. Since then has been practicing as Advocate and Solicitor. He became partner of M/s. Kanga & Company, a firm of Solicitors, during 1983.

He is presently serving as Member of the Managing Committee of Indian Merchant Chamber and as Chairman of Law, Review, Reforms and Rationalization Committee.

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.

Your Directors are of the opinion that the Company will immensely benefit from Shri Shailesh Vaidya's expertise in various laws and commend his appointment.

Your Directors commend his appointment.

Except Mr. Shailesh Vaidya, no other Director of the Company is interested in this resolution.

Item No.8

The resolution set out at item No. 8 requires your approval by way of special resolution under Section 309 and other provisions of the Companies Act, 1956.

Your Directors recommend payment of commission within limits as are prescribed in the provisions of the Companies Act, 1956 to the non-executive Director(s) of the Company, for a period of five years w.e.f. 1st April 2012 to 31st March 2017. The amount of commission payable for a year to such directors, would be fixed by the Board within the overall limits, prescribed under the Companies Act, 1956.

Only those Directors of the Company, who are not Managing/ Whole Time Director, may be deemed to be interested in the Special Resolution to the extent of commission as may be received by them in future.

BY ORDER OF THE BOARD
for apcotex industries limited



ANAND V. KUMASHI
GM – Accounts, Finance &
Company Secretary

Date: 10th May 2012

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