



apcotex industries limited

Registered Office : Plot No.3/1, MID C Industrial Area, P. O. Taloja, Dist. Raigad 410 208, Maharashtra.
CIN: L99999MH1986PLC039199
Tel. : (022) 2740 3500 Fax: (022) 2741 2052; E-mail: redressal@apcotex.com Website: www.apcotex.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and applicable provisions, if any of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for issue of Bonus shares is proposed to be passed by the members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company have appointed Mr. Mahesh Hurgat, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30 pm on 15th September 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means". References to Postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny of the Postal Ballots (including e-voting). The results shall be declared on or before 18th September 2015 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website viz. www.apcotex.com.

Resolution for Approval for Issue of Bonus Shares:

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

"RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013, the relevant provisions of the Memorandum of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board"), and subject to the guidelines issued by Securities and Exchange Board of India (SEBI) and such approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalisation of such sum standing to the credit of Securities Premium / General Reserves / Capital Redemption Reserve Account of the Company, as may be considered necessary by the Board, for the purpose of issue of bonus shares of Rs.5/- (Rupees Five) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, on such date may be fixed in this regard, in the proportion of **one** equity share for every **one** existing equity share held by the shareholders.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to all the allottees thereof within the period

prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they related to Non-Resident Indians (NRIs) / Overseas Corporate Bodies and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the bonus issue of equity shares, issuance of equity shares, the Board and other designated officers of the Company be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration of statement, if any, and other documents with Stock Exchange(s) or SEBI, listing the additional equity shares on BSE Limited, National Stock Exchange of India, as the case may be, amending, if necessary, and entering into any depository arrangement in regard to any such bonus as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

Registered Office:

Plot No. 3/1,
MIDC Industrial Area,
Taloja – 410 208,
Dist. Raigad, Maharashtra.

Taloja: 31st July 2015

By Order of the Board of Directors
for **apcotex industries limited**

Anand V Kumashi
Company Secretary

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 7th August 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 7th August 2015 will be considered for the purpose of voting.
4. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or evoting. In case Members cast their votes through both the modes, voting done by evoting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to mt.helpdesk@linkintime.co.in. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paidup value of shares registered in the name of the Members as on 7th August 2015.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the evoting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.

10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self / addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:30 Hours IST) on 15th September 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:30 Hours IST on 15th September 2015, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman at 11:00 Hours IST, on or before 18th September 2015 at the registered office and will also be displayed on the website of the Company (www.apcotex.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the postal ballot, i.e. on or before 18th September 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 15th September 2015.

Voting through electronic means

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide evoting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing evoting facility to all its Members.

The instructions for evoting are as follows:

1. Members whose email addresses are registered with the Registrar / Depository Participant(s) will receive an email from NSDL informing them of their UserID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the evoting process:
 - a. Launch your internet browser and type out the following URL : <https://www.evoting.nsdl.com>.
 - b. Click on Shareholder – Login.
 - c. Enter the user ID and password. Members, whose e-mail addresses are registered with the Registrar / Depository Participant, are being informed their user Id and password details by email. Please use this password as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing user Id and password for login.
 - d. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - e. The homepage of evoting will open. Click on evoting : Active Voting Cycles.
 - f. Select 'EVEN' (E-Voting Event Number) of Apcotex Industries Limited. For an EVEN you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - g. Now you are ready for evoting as the Cast Vote page opens.
 - h. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - i. On confirmation, the message 'Vote cast successfully' will be displayed.
 - j. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - k. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen

signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via email, to mkhurgat@gmail.com, with a copy marked to evoting@nsdl.co.in.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and evoting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in
3. The voting rights of Members shall be in proportion to their share of the paidup equity share capital of the Company as on the relevant date, i.e. **7th August 2015**.
4. For Members whose email IDs are not registered with the Registrar / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all steps mentioned above, in order to successfully cast your vote.
5. Login to the evoting 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 Password' option available on the site to reset the password.
6. If you are already registered with NSDL for evoting, then you can use your existing user ID and password for casting your vote.
7. The evoting period commences on 17th August 2015 (9:00 Hours IST) and ends on 15th September 2015 (17:30 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 7th August 2015, may cast their vote electronically. The evoting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

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Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The equity shares of your Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on 31st July 2015 considered and approved a bonus issue of one equity share for every equity share held, as on a record date to be determined by the Company.

The bonus issue of equity shares is subject to Members' approval in terms of Section 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Accordingly, the resolution in the Postal Ballot Notice seek Members' approval for capitalization of the amount standing to the credit of securities premium / general reserve / capital redemption reserve account and issue of bonus shares on the terms and conditions set out in the resolution.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution of the Notice except to the extent of their shareholding in the Company. The Board recommends the resolutions set forth in the Notice for the approval of the Members.