



2<sup>nd</sup> July 2018

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,

**Subject: Notice of 32<sup>nd</sup> Annual General Meeting.**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith notice of the **32<sup>nd</sup> Annual General Meeting**.

The notice of the meeting, containing the business to be transacted, is enclosed herewith. In compliance with 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 (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are pleased to provide our members the facility to cast their vote by electronic means on all resolutions set forth in the notice. The instructions for e-voting is given in notice.

This is for your reference and records.

Thanking you,

Yours truly,

For Apcotex Industries Limited

Anand V Kumashi  
Company Secretary

Enclosures;

1. Notice to the 32<sup>nd</sup> Annual General Meeting
2. Proxy form & Attendance slip

**apcotex industries limited**

REGD. OFFICE & TALOJA PLANT : Plot No. 3/1, MIDC Industrial Area, Talaja-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 Second Annual General Meeting of **apcotex industries limited** will be held at Saphire, Royal Tulip Hotel, 26/B, Sector 7 Kharghar, Navi Mumbai, Maharashtra 410210 on **Friday, the 27<sup>th</sup> day of July 2018 at 4.00 p.m.** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement for the year ended 31st March 2018 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. Amit Choksey (DIN 00001470), who retires by rotation and being eligible, offers himself for reappointment.
4. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. SGDG & Associates LLP, Chartered Accountants (Firm Registration No. W100188), be and is hereby appointed as Auditor of the Company in place of the retiring auditor M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.104607W/W100166), to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty-seventh AGM to be held in the year 2023, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditor.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with the relevant Rules thereunder, as amended from time to time subject to regulatory approval, the Registered Office of the Company be shifted from “Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra” to “49-53, Mahavir Centre, Sector 17, Vashi, Navi Mumbai – 400703” within the State of Maharashtra, effective from 1st November 2018

**RESOLVED FURTHER THAT** Shri Abhiraj Choksey – Managing Director or Shri Anand Kumashi – Company Secretary of the Company, be and is hereby severally

authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion to give effect to the above resolution.

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

**ANAND V. KUMASHI**  
Company Secretary

**Date: 14<sup>th</sup> June 2018**

### Registered Office:

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

## 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 Director seeking appointment/re-appointment under item no.3 of the accompanying Notice, as required under Regulation 36(3) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) 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 on all working days of the Company, during the business hours upto the date of the Meeting.
9. The Register of Shareholders and Share Transfer Books of the Company will remain closed from **Saturday, the 21<sup>st</sup> day of July 2018 to Thursday, the 26<sup>th</sup> day of July 2018**, (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 **27<sup>th</sup> July 2018** to those shareholders whose names appear on the Register of

Member/Shareholders as on **20<sup>th</sup> July 2018**. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of **20<sup>th</sup> July 2018**, 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. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders 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 2009-10 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 Investors Education and Protection Fund (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 17<sup>th</sup> August 2017 (date of last Annual General Meeting) on the website of the Company viz. [www.apcotex.com](http://www.apcotex.com), as also on the website of the Ministry of Corporate Affairs viz. [www.mca.gov.in](http://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.

## E-VOTING:

- I. In compliance with provision 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 (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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 Central Depository Services (India) Limited (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 24<sup>th</sup> July 2018 (9:00 am) and ends on 26<sup>th</sup> July 2018 (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 20<sup>th</sup> July 2018, 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 24<sup>th</sup> July 2018 (9:00 am) and ends on 26<sup>th</sup> July 2018 (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 20<sup>th</sup> July 2018 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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).</li></ul>

(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 change 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 user can download the App from the App store and window 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 annual general meeting, 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](http://www.apcotex.com) and on the website of CDSL 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 Limited and National Stock Exchange of India Limited.

## ANNEXURE TO NOTICE STATEMENT

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

### Item No.4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.104607W/W100166) were appointed as the Auditor of the Company at the Twenty eighth Annual General Meeting (AGM) of the Company held on 31<sup>st</sup> July 2014 till the conclusion of this AGM. M/s. Kalyaniwalla & Mistry LLP have been the Auditor of the Company since financial year 2013-14.

As per the provisions of Section 139 of the Companies Act, 2013 no listed Company can appoint or re-appoint an audit firm as auditor for more than five years at a time. Thereafter, the firm may be appointed for further period of 5 years In view of the above, M/s. Kalyaniwalla & Mistry LLP, will be completing the first term of five years as the Auditor of the Company and hold the office up to the conclusion of this AGM, as per the provision of Section 139 of the Companies Act, 2013

Based on the recommendation of the Audit Committee, the Board of Directors have decided to recommend the appointment of M/s. SGD & Associates LLP, Chartered Accountants (Firm registration no.W100188), as Statutory Auditor of the Company, for a period of 5 years from the financial year 2018-19, to hold the office till the conclusion of the AGM during the year 2023, in place of retiring Auditor viz. M/s. Kalyaniwalla & Mistry, Chartered Accountants.



M/s. SGDG & Associat LLP, Chartered Accountants have consented to their appointment as Statutory Auditor and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

Your Directors recommend the resolution for this appointment.

None of the Directors of the Company are concerned or interested in the said Resolution.

**Item No. 5**

The registered office of the Company is at present situated at Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208 and for convenient of shareholders and with a view to improve the operational efficiency, it is proposed to shift the registered office to 49-53, Mahavir Centre, Sector 17, Vashi, Navi Mumbai – 400703, with effect from 1st November 2018.

According to Section 12 and 110 of the Companies Act, 2013, read with The Companies (Incorporation) Rules 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time if the registered office of the Company is shifted outside the local limits, members have to approve the proposal by way of a Special Resolution passed through Postal Ballot.

In view of amended Section 110 of the Companies Act, 2013, which was notified on 9<sup>th</sup> February 2018, the Companies which are mandatorily required to provide the electronic voting facility, may pass the resolution for shifting of the registered office of the Company outside the city / town / local limit within the State, by passing the resolution at the annual general meeting through electronic voting.

The Board of Directors recommends this Special Resolution for the approval by the members.

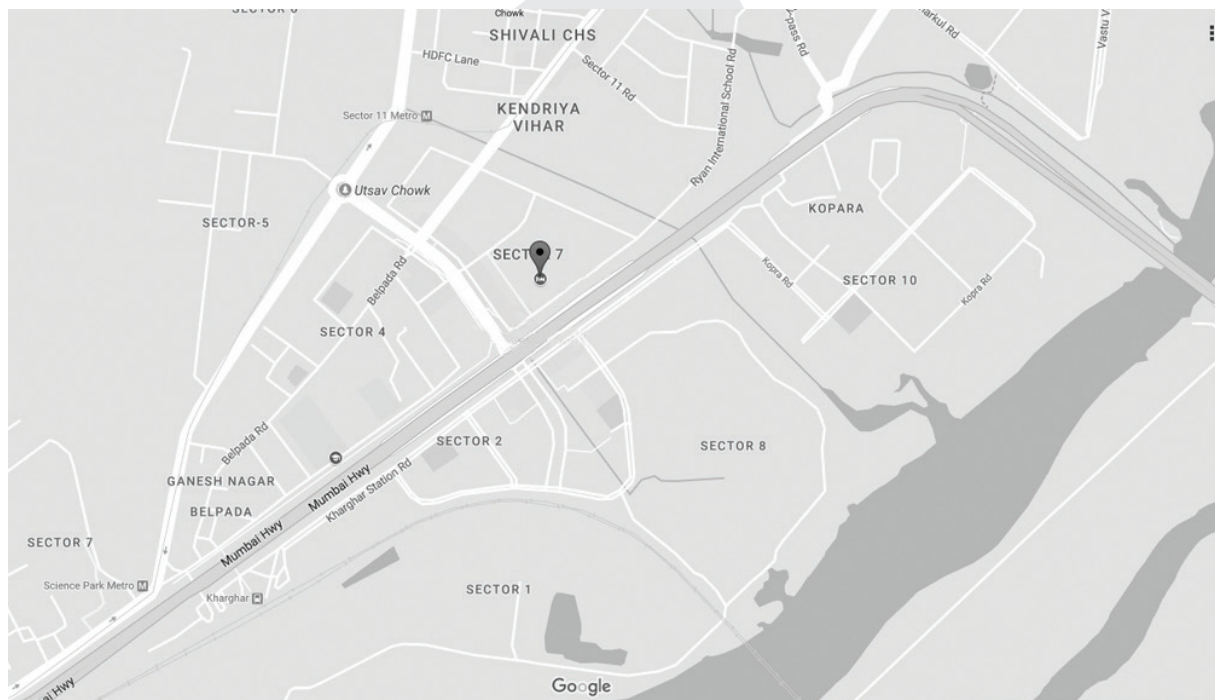
**BY ORDER OF THE BOARD  
For apcotex industries limited**

**ANAND V. KUMASHI**  
Company Secretary

**Date: 14<sup>th</sup> June 2018**

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

**ROUTE MAP**



# 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

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

*Folio No.		*DP ID No.		Client ID No.		No. of Shares	
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\* Applicable for investors holding shares in electronic form.

I hereby record my presence at the **32nd ANNUAL GENERAL MEETING** of the Company held on Friday, 27th July, 2018 at 4.00 p.m. at Sapphire Royal Tulip Hotel, 26/B, Sector 7 Kharghar, Navi Mumbai- 410210, Maharashtra.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password

\_\_\_\_\_  
Signature

# 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

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No. / \*Client ID : \_\_\_\_\_ \*DP ID: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of **apcotex industries limited**, hereby appoint

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

or failing him/her \_\_\_\_\_

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

or failing him/her \_\_\_\_\_

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

and whos signatures are appended below :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd ANNUAL GENERAL MEETING** of the Company held on Friday, 27th July, 2018 at 4.00 p.m. at Sapphire Royal Tulip Hotel, 26/B, Sector 7 Kharghar, Navi Mumbai- 410210, Maharashtra, and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the box below :

Resolution	For	Against
1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. Declaration of Dividend on Equity Shares		
3. Re-appointment of Mr. Amit C. Choksey, retiring by rotation		
4. Appointment of Auditors in place of retiring Auditor and fixing their remuneration.		
5. Shifting of Registered office.		

\*Applicable for investor holding share in electronics form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of shareholder

Affix ₹ 1 Revenue stamp
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\_\_\_\_\_  
Signature of 1st proxy holder(s)

\_\_\_\_\_  
Signature of 2nd proxy holder(s)

\_\_\_\_\_  
Signature of 3rd proxy holder(s)

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\*4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.