



apcotex industries limited

Sr .No:

Folio No. /DP Id. / Client Id:

Name:

Address:

Joint Holder(s):

No of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Apcotex Industries Limited (“AIL” or “the Company”) is offering e-voting facility to its members in respect of the businesses to be transacted at the Twenty Eighth Annual General Meeting scheduled to be held on Thursday, 31st day of July 2014 at 10.30 a.m.

The Company has engaged the services of National Depository Services Limited (“NSDL”) as the Authorised Agency to provide e-voting facilities.

The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 26th July 2014
End of e-voting : Up to 5.00 p.m. (IST) on 28th July 2014

The cut-off date for the purpose of e-voting is July 4, 2014.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 26th April 2014 for the Twenty Eighth Annual General Meeting scheduled to be held on Thursday, 31st day of July 2014, which has already been mailed to you along with the full Annual Report for the financial year 2013-14 of the Company. **A copy of the said Notice is sent herewith for reference.** Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.apcotex.com.

2nd July 2014

Yours faithfully,
for **apcotex industries limited**

Anand V Kumashi
GM – Accts., Fin & Company Secretary

Registered Office: Plot no. 3/1 MIDC Industrial Area, Talaja – 410 208, Dist. Raigad, Maharashtra.

Phone: 022-27403500, **Website:** www.apcotex.com **E-mail id:** redressal@apcotex.com

CIN: L99999MH1986PLC039199

The procedure and instructions for the voting through electronic means are as follows:

- a) Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- b) Click on “Shareholder-Login” to cast your vote.
- c) Enter your credentials (i.e. User Id and password as mentioned over-leaf). Members, whose e-mail addresses are registered with the Company / Depository Participants, 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) If you are logging in for the first time, Password Change Menu appears. Change the password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e) Home page of “e-voting” opens. Click on “e-voting”: 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 “e-voting” as “Cast Vote” Page opens.
- h) Members holding multiple folio’s/ demat accounts shall choose voting process separately for each of the folio’s/ Demat accounts.
- i) Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- j) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer Mr. Mahesh Hurgat, Practicing Company Secretary through email at: mkhurgat@gmail.com with a copy marked to evoting@nsdl.co.in.
- k) Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently.

- l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in.
- m) Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he should not cast his vote at the Meeting also and vice-a-versa. However, in case, a Member has cast his vote at the Meeting and also by e-voting, then voting done through e-voting shall prevail and voting done at the Meeting shall be treated as invalid.
- n) The voting rights of the member shall be in proportion to the paid up value of their shares in the equity capital of the company as on the cut off date, being 4th July 2014.
- o) The Scrutinizer shall within period not exceeding 3(three) working days from the conclusion of e-voting period unblock the votes in the presence of atleast 2 (two) witnesses not in the employment of the Company and will make scrutinizers report of the votes cast in favour or against, if any forthwith to the Chairman of the Meeting.
- p) The results on the resolution shall be declared at or after the annual general meeting of the Company and the resolutions will be deemed to be passed on the annual general meeting date, subject to receipt of requisite number of votes in favor of the resolution.
- q) The result declared will be available on the website of the Company i.e. www.apcotex.com and on NSDL’s website: [URL:https://www.evoting.nsdl.com](https://www.evoting.nsdl.com) within 2 days of passing of the resolutions and communications of same to BSE Ltd and NSE India Ltd.



NOTICE

(Note: The business of this Meeting may be transacted through electronic voting system)

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of **apcotex industries limited** will be held at the Registered Office of the Company at **Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra** on **Thursday, the 31st day of July 2014** at **10.30 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 2014 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. Girish Champaklal Choksey (DIN00246196), 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** M/s. Kalyaniwala & Mistry, Chartered Accountants (Firm Registration No.104607W) having their office at Kalpataru Heritage, 5th Floor, 127 M.G. Road, Mumbai 400 023, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 2018 Annual General Meeting of the Company, subject to ratification at every annual general meeting, on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To consider appointment of Mr. Manubhai G. Patel (DIN 00001662) as an Independent Director and for this purpose 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 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), Mr. Manubhai G. Patel (DIN00001662) who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”
6. To consider appointment of Mr. Bipin V. Jhaveri (DIN 00001648) as an Independent Director and for this purpose 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 149,152 read with Schedule IV and all other

applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), Mr. Bipin V. Jhaveri (DIN00001648) who was appointed as Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”

7. To consider appointment of Dr. S. Sivaram (DIN 00009900) as an Independent Director and for this purpose 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 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), Dr. S. Sivaram (DIN00009900) who was appointed as Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”

8. To consider appointment of Mr. Shailesh S. Vaidya (DIN 00002273) as an Independent Director and for this purpose 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 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), Mr. Shailesh S. Vaidya (DIN00002273) who was appointed as Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”

9. To consider appointment of Mr. Kamlesh S. Vikamsey (DIN00059620) as an Independent Director and for this purpose 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 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), Mr. Kamlesh S. Vikamsey (DIN00059620) who was




apcotex industries limited

appointed as Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.”

10. 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 Ordinary Resolution passed at 25th Annual General Meeting held on 30th July 2011 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 reenactments 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 upto which the monies may be borrowed by the Board of Directors shall not exceed the sum of ₹ **120 crores (Rupee One Hundred Twenty Crores).**”

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


ANAND V. KUMASHI
GM – Accts., Fin. &
Company Secretary

Date: 26th April 2014

Registered Office:

Plot no. 3/1, MIDC Industrial Area,
Taloja - 410 208,
Dist. Raigad, Maharashtra
CIN: L99999MH1986PLC039199
E-mail: redressal@apcotex.com

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 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.

A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and

such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Register of Shareholders and Share Transfer Books of the Company will remain closed from **Wednesday, the 23rd day of July 2014 to Wednesday, the 30th day of July 2014** (inclusive of both days).
5. Shareholders are requested to notify the changes, if any, in their addresses to the Company's Registrars immediately.
6. Shareholders 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.
7. Dividend recommended by Directors, if approved by the shareholders at the Annual General Meeting, will be paid / dispatched on or after **1st August 2014** to those shareholders whose names appear on the Register of Shareholders as on **23rd July 2014**. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of **23rd July 2014**, as per the details furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
8. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400 078, 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.
9. 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.
10. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividends upto the financial year 2005-06 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 28th June 2013 (date of last Annual General Meeting) on the website of the Company



apcotex industries limited

viz. www.apcotex.com, as also on the website of the Ministry of Corporate Affairs.

11. Members holding shares in the single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from Company's Registrars and Share Transfer agent viz. LINK INTIME INDIA PVT LTD
12. 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.
13. 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.

as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, the aforesaid Directors fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013.

The copy of the draft letters for respective appointments of Mr. Manubhai G. Patel, Mr. Bipin V. Jhaveri, Dr. S. Sivaram, Mr. Shailesh S. Vaidya and Mr. Kamlesh S. Vikamsey, as Independent Directors setting out the applicable terms and conditions, are available for inspection by members at the Registered office of the Company.

The particulars of the Independent Directors, nature of their expertise in specific functional area(s), names of companies in which they hold directorship, are provided in the Corporate Governance Report forming part of the Annual Report.

Each of Mr. Manubhai G. Patel, Mr. Bipin V. Jhaveri, Dr. S Sivaram, Mr. Shailesh S. Vaidya, and Mr. Kamlesh S. Vikamsey is interested in the respective resolution for his own appointment under Item nos. 5, 6, 7, 8 and 9 of the Notice. The relatives of the said Directors may be deemed to be interested in the resolutions set out respectively under Item nos. 5, 6, 7, 8 and 9 of the Notice to the extent of their respective shareholding in the Company.

Save and except the above, none of other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way interested financially or otherwise, in the resolutions under Item nos. 5, 6, 7, 8, 9 of the Notice.

Your Directors commend the resolutions set out under Item nos. 5 to 9 of the Notice for the appointment of Independent Directors.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

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

Item No.5 to 9

Mr. Manubhai G. Patel, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Bipin V. Jhaveri, Dr. S. Sivaram, are the independent directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. They are Independent Directors of the Company and have held the position as such for more than 10 years.

Mr. Shailesh S. Vaidya and Mr. Kamlesh S. Vikamsey are also Independent directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. They are also the Independent Directors of the Company but have held the position as such for less than 5 years.

It is proposed to appoint them as Independent Directors of the Company under Section 149 of the Companies Act, 2013 to hold the office for a period of 5 (Five) consecutive years i.e. for a term upto the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.


The Company has received the declarations from the said Directors stating that they meet all the criteria of Independence,

Item No.10

Pursuant to the provisions of clause (c) of sub-section(1) of Section 180 of the Companies Act, 2013, the Board of Directors can not 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.

BY ORDER OF THE BOARD
For apcotex industries limited


ANAND V. KUMASHI
GM – Accts., Fin. &
Company Secretary

Date: 26th April 2014

Registered Office:

Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208,
Dist. Raigad, Maharashtra
CIN: L99999MH1986PLC039199
E-mail: redressal@apcotex.com



apcotex industries limited

