

6th February 2025

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/ Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

This is in furtherance to our letter dated 28th January 2025 informing the exchanges about the decision of the Board for appointment of Mr. Rajendra Mariwala (DIN: 00007246) as an Additional Non-Executive Independent Director of the Company subject to the approval of the shareholders with effect from 1st February 2025 for a period of five years.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Postal Ballot Notice dated 28th January 2025 along with the Explanatory Statement ("Notice") seeking approval of Members for appointment of Mr. Rajendra Mariwala (DIN: 00007246) as Non-Executive Independent Director of the Company for a period of 5 (Five) years by passing Special Resolution by way of remote e-voting process.

In compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Monday, 3rd February, 2025 (“Cut-off date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Saturday, 8th February 2025 at 9:00 a.m. IST and shall end on Sunday, 9th March, 2025 at 5:00 p.m.

REGISTERED OFFICE

49-53, 3rd Floor, Mahavir Centre
Sector-17, Vashi, Navi Mumbai 400703
Maharashtra, India
T: + 91 22 2777 0800

CORPORATE OFFICE

NKM International House, 178, Backbay
Reclamation, Babubhai M. Chinai Marg
Mumbai 400020, India
T: + 91 22 2283 8302/04

TALOJA FACTORY

Plot No. 3/1, MIDC Industrial Area
Taloja, Dist. Raigad 410208
Maharashtra, India
T: + 91 22 2740 3500

IST. The e-voting module shall be disabled by NSDL for voting thereafter. The result of the Postal Ballot will be announced within two working days from the conclusion of remote e-voting.

The above information will be made available on the website of the Company at <https://apcotex.com>

You are requested to kindly take the same on records.

For Apcotex Industries Limited

Drigesh Mittal
Head - Company Secretary & Legal

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49-53, 3rd Floor, Mahavir Centre
Sector-17, Vashi, Navi Mumbai 400703
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apcotex industries limited

Registered Office: 49-53, Mahavir Centre, Sector-17, Vashi, Navi Mumbai - 400703
Email: redressal@apcotex.com. • Website: www.apcotex.com. Ph.: (B) +91-22-2777-0800

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

The Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions of the Act, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the “Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), guidelines prescribed by the Ministry of Corporate affairs (**“MCA”**), Government of India, for holding General Meeting / Conducting Postal Ballot process through remote electronic voting (**“remote e-voting”**) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (**“MCA Circulars”**), Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (**the “SEBI Circular”**), Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 and in the following item of Special Business is proposed to be passed by the Members of Apcotex Industries Limited (**“the Company”**) through Postal Ballot by way of (**“remote e-voting”**). The instructions regarding remote e-voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, SS-2 and Regulation 36 of the SEBI Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item(s) and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

In compliance with the MCA Circulars, this Postal Ballot Notice (**“Notice”**) is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agents to enable them to cast their votes electronically. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members. The Company has engaged the services of National Securities Depository Limited (**“NSDL”**) for the purpose of providing remote e-voting facility to all its members and Members are requested to follow the procedure as stated in the Notes appended to this Notice for casting of votes by remote e-voting.

The Notice will also be placed on the website of the Company at www.apcotex.com and on the website of NSDL at www.evoting.nsd.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at www.bseindia.com and www.nseindia.com respectively.

The remote e-voting period commences from Saturday, 8th February 2025 at 9.00 a.m. (IST) and ends on Sunday, 9th March 2025 at 5.00 p.m. (IST).

The Board of Directors of the Company at its meeting held on 28th January, 2025 has appointed D.S. Momaya & Co. LLP, Company Secretaries (LLPIN: L2022MH012300), as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer shall submit its report to the Chairperson of the Company, or to a person authorized by the Chairperson of the Company upon the completion of the scrutiny of the votes casted through remote e-voting. The result of the Postal Ballot will be

announced on or before Tuesday, 11th March, 2025. The said results along with Scrutinizer's Report shall be intimated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. The results along with Scrutinizer's Report shall also be hosted on the Company's website at www.apcotex.com and on the e-voting website of NSDL i.e. on www.evoting.nsdl.com.

SPECIAL BUSINESS:

RESOLUTION NO. 1

APPOINTMENT OF MR. RAJENDRA MARIWALA (DIN: 00007246) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable provisions, sections, rules of the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Rajendra Mariwala (DIN: 00007246) as an Independent Director of the Company, who was appointed as an Additional Director (Non-Executive Independent Director) with effect from 1st February, 2025 and who has submitted his consent and who meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations being so eligible, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Independent Director of the Company pursuant to Section 160 of the Act and not liable to retire by rotation, to hold office for a period of 5 (Five) Consecutive Years with effect from 1st February, 2025 till 31st January, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution.”

**By Order of The Board
For Apcotex Industries Limited**

Sd/-

**Drigesh Mittal
Head - Company Secretary & Legal
Membership No. F8213**

Date: 28th January, 2025

Place: Mumbai

Registered Office:

**49-53, 3rd Floor, Mahavir Centre,
Sector-17, Vashi,
Navi Mumbai - 400703**

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions, if any, of the Act along with the applicable Rules as may be prescribed therein, in relation to resolution as set out in the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars and SEBI Circulars, the Postal Ballot Notice along with the instructions regarding remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as at close of business hours on **Monday, 3rd February 2025 (“Cut-off date”)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date. A newspaper advertisement regarding the dispatch of Postal Ballot Notice shall be published as per statutory requirements.
3. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or its Registrar and Transfer Agent in case the shares are held by them in physical form. Members may follow the instructions given under point no.15 to register their e-mail addresses.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited (“NSDL”) as the agency for facilitating remote e-voting to enable the Members to cast their votes through remote e-voting. In accordance with the MCA Circulars and SEBI Circulars, the Members can vote only through remote e-voting.
5. As per the MCA Circulars and SEBI Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting.
6. A copy of the Postal Ballot Notice is available on the website of the Company at www.apcotex.com website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of our Remote e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.
7. All documents referred to in the Postal Ballot Notice will be available for inspection electronically by the Members without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting (“e-voting period”). Members desirous of inspecting such documents may send an email to redressal@apcotex.com mentioning their name(s), folio numbers/DP ID and Client ID.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. Monday, 3rd February 2025. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolution by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice.
10. The e-voting period commences at 9.00 a.m. (IST) on Saturday, 8th February 2025 and ends at 5.00 p.m. (IST) on Sunday, 9th March 2025. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through remote e-voting facility only. Once the vote on a resolution is casted by the Member, the same shall not be allowed to change subsequently. The remote e-voting will be blocked by 5.00 p.m. on Sunday, 9th March 2025 (IST) and will not be allowed beyond the said date and time.
11. The Board of Directors of the Company at its meeting held on 28th January, 2025, have appointed D.S. Momaya & Co, LLP, Company Secretaries (LLPIN: L2022MH012300) as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. They have communicated their willingness for such an appointment.
12. The Scrutinizer will submit the report to the Chairperson of the Company or any other person authorized by the Chairperson of the Company, after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized by the Chairman, within two working days from the conclusion of remote e-voting. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
13. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.apcotex.com and on the website of NSDL e-voting website at www.evoting.nsdl.com immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited & National Stock Exchange of India Limited.

14. The Resolution, if approved by Postal Ballot through requisite majority remote e-voting, shall be deemed to have been passed on 9th March 2025 i.e. the last date specified for receipt of votes through the remote e-voting process.
15. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., MUFG Intime India Private Limited to enable the Company to communicate to the members.
16. **The procedure and instructions for e-voting are as follows:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to the NSDL e-voting system





Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="614 1602 997 1830" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132937 then user ID is 132937001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to divya.dsmco@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting 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 User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to redressal@apcotex.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to redressal@apcotex.com.

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS AS SET OUT IN THE POSTAL BALLOT NOTICE

ITEM NO. 1:

APPOINTMENT OF MR. RAJENDRA MARIWALA (DIN: 00007246) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed, Mr. Rajendra Mariwala (DIN: 00007246) as an Additional Director, designated as an Independent Director of the Company with effect from 1st February, 2025. His appointment is subject to the approval of the Members of the Company. The said appointment will be for a term of 5 (five) consecutive years upto 31st January, 2030 and not liable to retire by rotation, in terms of all the applicable provisions of the Act.

Mr. Rajendra Mariwala has done his undergraduate in A. C. College of Technology, Chennai and his Master's in Chemical Engineering from Cornell University, USA. He is currently the Managing Director of Eternis Fine Chemicals Limited, a leading exporter of specialty chemicals. Under his leadership the Company started manufacturing of aroma chemical for fragrance industry in 1993 and over a period of time the Company has established itself as one of the largest aroma chemical players in the world with a manufacturing footprint in India & UK. Recently, the Company has diversified into Cosmetics Ingredients Segment by acquiring Sharon Personal Care Limited, a company headquartered in Tel -Aviv, Israel and Italy.

Mr. Mariwala has been an active Executive Committee member and President of Indian Chemical Council for the last year. He brings with him a rich experience of over 30 years in fragrances and 18 years in leading a competitive business in specialty chemicals. He is on the Boards of Marico Limited, Kaya Limited and Westlife Foodworld Limited.

The Company has received requisite consent and declarations from Mr. Rajendra Mariwala including confirmation that he meets the criteria of independence as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. He is neither disqualified from being appointed as Director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as Director.

Further, he confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Rajendra Mariwala possesses appropriate skills, experience and knowledge and fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. He is independent of the management. The Board considers that association with Mr. Rajendra Mariwala would be of immense benefit to the Company, and it is desirable to avail his services as an Independent Director.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as '**Annexure I**' may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

A copy of the draft letter for appointment of Mr. Rajendra Mariwala as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members up to the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail to redressal@apcotex.com.

Except Mr. Rajendra Mariwala and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the **Special Resolution** set out at **Item No. 1** of the Notice for approval by the Members of the Company through Postal Ballot.

**By Order of the Board of Directors
For Apcotex Industries Limited**

Sd/-

**Drigesh Mittal
Head - Company Secretary & Legal
Membership No. F8213**

Date: 28th January, 2025

Place: Mumbai

Registered Office:

Apcotex Industries Limited

**Registered Office: 49-53,3rd Floor, Mahavir Centre,
Secor-17, Vashi. Navi Mumbai - 400703**

Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI Listing Regulations and applicable provisions of Secretarial Standard -2 on General Meetings issued by Institute of Company Secretaries of India (ICSI)

Name of the Director	Mr. Rajendra Mariwala
Designation	Non-Executive Independent Director
Nationality	Indian
DIN	00007246
Age	62 Years
Experience and nature of expertise in specific functional area	Mr. Rajendra Mariwala is currently the Managing Director of Eternis Fine Chemicals Limited, a leading exporter of specialty chemicals. Rajendra Mariwala has been an active Executive Committee member and President of Indian Chemical Council for the last year. He brings with him a rich experience of over 30 years in fragrances and 18 years in leading a competitive business in specialty chemicals. He is on the Boards of Marico Limited, Kaya Limited and Westlife Foodworld Limited.
Qualifications	Mr. Rajendra Mariwala has done his undergraduate in A. C. College of Technology, Chennai and his Master's in Chemical Engineering from Cornell University, USA.
Date of first appointment on the Board	1 st February, 2025
Relationship with other directors, if any	Mr. Rajendra Mariwala has no relationship with other Directors, and Key Managerial Personnel of the Company.
Details of Remuneration sought to be paid	Sitting fees to be paid for attending Board/ Committee meetings and commission, as may be approved by the Nomination & Remuneration Committee and the Board.
Details of Listed entities from which he has resigned during the last three years.	Nil
Memberships/ Chairmanships of committees across all other companies	Refer Annexure II
Number of Meetings attended during the year (FY 2024-25) till the date of postal ballot notice	Nil
Number of Equity Shares held in the Company	Nil
Directorships held in other companies as on the date of the Postal Ballot Notice	Refer Annexure III
Terms and conditions of Appointment & Remuneration	As per the resolution set out in this Notice read with the Statement hereto.
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/ justification for choosing the appointee for appointment as Independent Director	Please refer to the Explanatory Statement

Memberships/ Chairmanships of committees across all other companies

Sr. no.	Name of the Company	Name of the Committee(s)	Whether Member or Chairman
1	Kaya Limited	Nomination & Remuneration Committee	Member
		Audit Committee	Member
		Risk Management Committee	Member
2	Marico Limited	Stakeholder Relationship Committee	Member
		Administrative Committee	Member
		Investment & Borrowing Committee	Member
		Share Transfer Committee	Member
		Securities Issue Committee	Member
3	Westlife Foodworld Limited	Risk Management Committee	Chairperson
		Audit Committee	Member
		Sustainability and Corporate Social Responsibilities (SCSR) Committee	Member
4	Eternis Fine Chemicals Limited	Audit Committee	Member
		CSR Committee	Member
5	Hardcastle Restaurants Private Limited	Nomination and Remuneration Committee	Member
		Audit Committee	Member
		CSR Committee	Member

List of Directorships held as on the date of the Postal Ballot Notice

Sr. no.	Names of the Companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/ change in interest or concern
1	Marico Limited	Director
2	Kaya Limited	Director
3	Eternis Chemicals Private Limited	Director
4	Indian Chemical Council	Director
5	Mariwala Consultancy Private Limited	Director
6	Eternis Fine Chemicals UK Limited	Director
7	Eternis (UK) Limited	Director
8	Westlife Foodworld Limited	Independent Director
9	Hardcastle Restaurants Private Limited	Independent Director
10	Sharon Personal Care Limited	Director
11	Eternis Fine Chemicals Limited	Managing Director