



ASTRAL POLY TECHNIK LIMITED

Registered Office : "ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad-380 059, Gujarat, India.

NOTICE

NOTICE is hereby given that the **17th (SEVENTEENTH)** Annual General Meeting of the Members of **ASTRAL POLY TECHNIK LIMITED** will be held on Monday, the 5th day of August, 2013 at 11.00 a.m. at "Rajpath Banquet Hall, Rajpath Club, Sarkhej Gandhinagar Road, Ahmedabad- 380 059, Gujarat" to transact the following businesses:

ORDINARY BUSINESS:

- 1] To receive, consider and adopt the Consolidated Audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Account for the year ended on that date together with Directors' and the Auditors' Report thereon.
- 2] To confirm Interim Dividend declared by the Board of Directors.
- 3] To declare Final Dividend for the year ended 31st March, 2013 on the Equity Shares of the Company.
- 4] Mr. Pradip N. Desai, who retires by rotation and being eligible, offers himself for reappointment.
- 5] To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Provisions of Section 224 and other applicable Provisions, if any, of the Companies Act, 1956, **M/s Deloitte Haskins & Sells**, Chartered Accountants, Ahmedabad, having Firm Registration No. 117365W, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided mutually between Managing Director and Auditors plus reimbursement of out of pocket expenses."

SPECIAL BUSINESS:

- 6] **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 94(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and subject to all other applicable laws, regulations and guidelines to the extent applicable or necessary, the Stock Exchanges where the Company's shares are listed and all requisite sanctions, consents or approvals from any regulatory or statutory authority, lenders or any other persons, natural or otherwise, from whom approval / permission / consent is required under applicable law or the terms of an agreement or otherwise, consent of the Shareholders be and is hereby accorded to sub-divide each of

the Equity Share of the nominal value of ₹5/- (Rupees Five only) each fully paid in the Capital of the Company into 2.5 (Two and Half) Equity Shares of ₹2/- (Rupees Two only) each fully paid with effect from the record date for the aforementioned Sub-Division, which record date shall be determined by the Board of Directors of the Company (the "Record Date").

RESOLVED FURTHER THAT pursuant to the Sub-Division of the Equity Shares and as of the Record Date, each of the issued, subscribed and fully paid-up Equity Share Capital of the Company comprising of 2,24,76,112 (Two Crores Twenty Four Lacs Seventy Six Thousand One Hundred and Twelve Only) Equity Shares bearing the face value of ₹5/- (Rupees Five Only) each shall stand sub-divided into 5,61,90,280 (Five Crores Sixty One Lac Ninety Thousand Two Hundred and Eighty Only) fully paid-up Equity Shares bearing the face value of ₹2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT fractional entitlements, if any, arising out of the sub-division of Equity Shares, as resolved above, be vested in a Special Account held by **M/s. Bighshare Services Pvt. Ltd.**, the Registrar and Share Transfer Agent of the Company, who be and are hereby authorized to act as "Trustee" for this purpose, and these entitlements be dealt by the Trustee in the best interest of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and to effect the Sub-Division, Mr. Sandeep Engineer, Managing Director, Mrs. Jagruti Engineer, Executive Director and the Company Secretary of the Company, be and are hereby severally authorised in the name of and on behalf of the Company to:

- a. make the relevant filings with respect to the Sub-Division with the Registrar of Companies, Gujarat at Ahmedabad;
- b. duly intimate and get Sub-Division effected at Depositories;
- c. issue new share certificates to the members of the Company pursuant to the Companies (Issue of Share Certificates) Rules, 1960, as amended, with an option either to exchange the new Share Certificates in lieu of cancellation of the old Certificates or without physically exchanging the Share Certificates, by treating the old Share Certificates as deemed to be cancelled and also to inform to the Registrar and Share Transfer Agents of the Company and the Depositories to take the necessary action to give effect to the above to the extent required;
- d. duly intimate and instruct the Registrar and Share Transfer Agents of the Company about the Sub-Division;
- e. do all such other acts, deeds, matters and things as they may in their discretion deem necessary, proper or desirable in relation to the Sub-Division, take steps as may be necessary for obtaining approvals, if necessary, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT pursuant to Section 94, 97 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Sandeep Engineer, the Managing Director, Mrs. Jagruti Engineer, Executive Director and the Company Secretary of the Company be and are hereby severally authorised to intimate the Registrar of Companies, Gujarat about such Sub-Division of the Equity Shares in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to enable the said Officer to make necessary changes in the Capital Clause of the Memorandum of Association of the Company so that the existing Clause V of the Memorandum of Association of the Company reads as under:

- V** The Authorised Share Capital of the Company is ₹15,00,00,000/- (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs Only) Equity Shares of ₹2/- (Rupees Two Only) each."

**By Order of the Board of Directors
For, Astral Poly Technik Limited**

Place : Ahmedabad
Date : May 20, 2013

SANDEEP P. ENGINEER
Managing Director

Registered Office:

"ASTRAL HOUSE"
207/1, B/h, Rajpath Club,
Off S. G. Highway,
Ahmedabad-380 059,
Gujarat, India

NOTES:

- 1] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2]** The Instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of Meeting.
- 3]** Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the Special Business at Item No 6 of the above notice is annexed.
- 4]** The Register of Members and the Share Transfer Books of the Company shall remain closed from 25/07/2013 to 05/08/2013 (Both days inclusive) for the purpose of payment of Final Equity Dividend.
- 5]** For effecting changes in address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify:
 - (i)** R&T Agent of the Company, viz. Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Andheri (E), Mumbai-400072, Ph. No. 022-40430200 if shares are held in **physical** form; and
 - (ii)** Their respective Depository Participant (DP), if shares are held in **electronic** form.
- 6]** Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their questions to the Company Secretary of the Company so as to reach at least seven days before the date of the meeting, so that the information may be made available at the meeting to the best extent possible.
- 7]** The Annual Report 2013 of the Company, circulated to the Members of the Company, will be made available on the Company's website at **www.astralcpvc.com** and also on the website of the respective Stock Exchanges at **www.bseindia.com** and **www.nseindia.com**.
- 8]** For the sake of convenience, Members/Proxies are requested to bring their identity proof.
- 9]** Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote on their behalf at the meeting.
- 10]** Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unclaimed/unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

The status of Dividend remaining unclaimed/unpaid is given hereunder:

Sr. No.	Year	Dividend Rate	Dividend Type	Total Unclaimed Amount as on 31/03/2013	Dividend Declared on	Date after which the Dividend will be transferred to IEPF
1	2007-2008	10%	Final	21,253/-	19/06/2008	26/Jul/2015
2	2008-2009	10%	Final	25,551/-	27/07/2009	2/Sep/2016
3	2009-2010	10%	Interim	17,407/-	13/10/2009	19/Nov/2016
4	2009-2010	10%	Final	32,177/-	09/08/2010	15/Sep/2017
5	2010-2011	10%	Interim	34,221/-	25/10/2010	1/Dec/2017
6	2010-2011	12.5%	Final	20,165/-	04/08/2011	10/Sep/2018
7	2011-2012	10%	Interim	15,516/-	05/11/2011	12/Dec/2018
8	2011-2012	12.5%	Final	13,359/-	13/08/2012	19/Sep/2019
9	2012-2013	10%	Interim	13,795/-	09/11/2012	16/Dec/2019

The members, who have not encashed the above referred unclaimed/unpaid dividend, may please approach the Company and/or R&T Agent for payment of such unpaid dividend.

Shareholders may please note that no claim of dividend will be entertained after the transfer to the Investor Education & Protection Fund (IEPF) as above.

- 11]** Bigshare Services Private Limited is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All Investor related communications may be addressed to Bigshare Services Private Limited at the following address:

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Andheri (E),
Mumbai-400072,
Ph.No.022-40430200

- 12]** In line with the Green initiative of Ministry of Corporate Affairs, the Company, instead of supplying complete and full Annual Reports to all the Shareholders shall supply Soft copies of full Annual Reports to all those Shareholders who have registered their email addresses for the purpose & physical hard copies will be dispatched to others.

In case any member desires to get hard copy of Annual Report, they can write to Company at Registered Office address or email to co@astralcpvc.com.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 6

The Equity Shares of the Company are presently listed and actively traded on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

In order to improve the liquidity of your Company's Equity shares in the stock markets with higher floating stock in absolute numbers, which could lead to greater investor participation, the Board of Directors of the Company at its meeting held on 20th May, 2013 considered it desirable and has recommended to sub-divide the existing nominal value of the Equity Shares from ₹5/- (Rupees Five only) each to ₹2/- (Rupees Two only) each of the Company subject to the approval of the Shareholders and all concerned Statutory Authorities. It is expected that if Shares are further sub-divided, it may create affordability among the small Investors and result into higher volume of transactions at the Stock Markets.

Consequent to the sub-division of face value of Equity Shares, some fractional entitlements may arise. For this, the Board has recommended to appoint M/s. Bighshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company to act as "Trustee" and to hold the Shares on behalf of the Members.

The present Authorised Share Capital of the Company is ₹15,00,00,000/- divided into 3,00,00,000/- Equity Shares of ₹5/- each. It is proposed to sub-divide the existing Face value of ₹5/- each of the Equity Shares of the Company into Equity Shares of Face value of ₹2/- per Share. The Proposal of the Company to sub-divide its Shares into smaller denomination is permissible under Section 94(1)(d) of the Companies Act, 1956. The Sub-division of Shares also calls for the corresponding amendment in the Clause V of the Memorandum of Association of the Company, subject to the approval of the Shareholders of the Company.

The Board of Directors of the Company is of the opinion that the

aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Investors and hence recommends the passing of the resolutions as set out at Item No.6 of this Notice, for the approval of the Members.

None of the Directors of the Company is in any way concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For, Astral Poly Technik Limited**

Place : Ahmedabad

Date : May 20, 2013

SANDEEP P. ENGINEER

Managing Director

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs (MCA), Government of India, has taken a Green Initiative in the Corporate Governance by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/ Documents including Annual Report can be sent by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their respective Depository Participants. Members who hold shares in physical form are requested to provide details of their email addresses to the Registrar and Share Transfer Agent of the Company at investor@bigshareonline.com.

Dear Members,

SEBI has vide its circular No CIR/MRD/DP/10/2013 dated 21st March, 2013 directed that in view of the advancements in the field of electronic payment system viz. NEFT, RTGS etc. for making cash payments to the investors, Companies whose securities are listed on the Stock Exchanges shall use RBI approved electronic mode of payment. The said circular also provides that in cases where either the bank details such as MICR, IFSC code etc. are not available or the electronic payment instructions have failed or have been rejected by the bank, Companies may use the physical payment instrument for making cash payments to the investors and Companies shall mandatorily print the bank account details of the investors on such payment instruments.

From our records, we have observed that for making the payment to you through NEFT, RTGS etc., the relevant bank details viz. Bank account Number, MICR, IFSC code, etc. are not available with us.

In view of the above and to comply with the SEBI directions, we request you to kindly fill the enclosed format and send to Registrar & Share Transfer Agent of Company if share are held in Physical form & to the depository participants if shares are held in Demat form to update mandate details in the system for future payments to you.

SHAREHOLDER'S AUTHORISATION TO RECEIVE DIVIDENDS / CASH PAYMENTS THROUGH ELECTRONIC CREDIT CLEARING MECHANISM

UNIT

ASTRAL POLY TECHNIK LIMITED

Registered Folio No/DP-Client ID

Name of the first/sole Shareholder

Telephone Number of Investor

E-mail Id of Investor

Bank Name

Bank Account Number

(As appearing on the Cheque Books)

Branch Code

9 digit code number of the Bank and Branch appearing on the MICR cheque issued by the Bank. **(Please attach a blank cancelled cheque, or a photocopy (Xerox copy) of a cheque issued to you by your Bank, for verification of the above particulars)**

Account Type

I hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons, including but not limited to incomplete or incorrect information, I will not hold the Company/RTA responsible. I agree to discharge the responsibility expected of me as a participant under the scheme.

I, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Signature of the Holder(s)

1.

2.

Place :

Date :

3.

NOTES:

1. Please fill in the information in **CAPITAL LETTERS in ENGLISH ONLY.**
2. In case of Shareholders holding the equity shares in demat form, the Shareholders are requested to provide details to their respective Depository participants.
3. **KINDLY RETURN THE ABOVE DULY ATTESTED BY YOUR BANKERS TOGETHER WITH THE SELF ATTESTED COPY OF THE PAN CARD.**



ASTRAL POLY TECHNIK LIMITED

Registered Office : "ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad-380 059, Gujarat, India.

FORM OF PROXY

I/We _____ of _____
_____ in the district of _____ being member(s) of the above named Company,
hereby appoint _____
of _____ or failing him
_____ of _____
_____ as my /our proxy to vote for me/us on my/our behalf at the 17th Annual
General Meeting of the Company to be held on Monday, the 5th day of August, 2013 at 11.00 a.m. at "Rajpath Banquet
Hall, Rajpath Club, Sarkhej Gandhinagar Highway, Ahmedabad-380 059, Gujarat, India" and at any adjournment thereof.

Signed at _____ (Place) this _____ day of _____ 2013.

Membership Folio No./ DP & Client ID* _____

No. of shares held _____

Affix
0.50 Paisa
revenue
stamp

Note : This form in order to be effective should be duly stamped and signed and must be deposited at the Registered
Office of the Company not less than 48 hours before meeting.

ATTENDANCE SLIP

ASTRAL POLY TECHNIK LIMITED

Registered Office : "ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad-380 059, Gujarat, India.

To be handed over at the entrance of the Meeting Hall

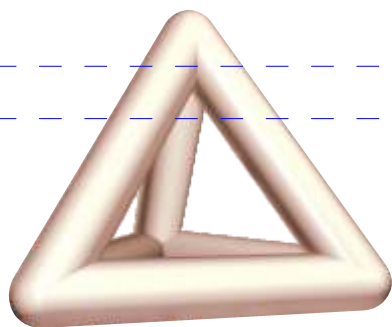
NAME OF THE ATTENDING MEMBER	
MEMBERSHIP FOLIO NO./ DP & CLIENT ID*	
NAME OF PROXY (To be filled in if the Proxy attends instead of the member)	

I hereby record my presence at the 17th Annual General Meeting of the Company to be held on Monday, the 5th day of August, 2013 at 11.00 a.m. at "Rajpath Banquet Hall, Rajpath Club, Sarkhej Gandhinagar Highway, Ahmedabad-380059, Gujarat, India."

Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

* Applicable to investors holding shares in dematerialized form.

Note : For the sake of convenience Members/Proxies are requested to show their identity proof at the entrance.



ASTRAL[®]
where INNOVATION flows

COMMITMENT TO PROGRESS

17th
ANNUAL REPORT
2012-13

AWARDS & RECOGNITION



**Power Brands Leadership
Enterprising Entrepreneur 2012**



**ASTRAL - India's Rising Brand
Chosen By The Indian Consumer**



Shri **Sandeep Engineer**, Managing Director of the Company has been awarded "Power Brands Leadership Enterprising Entrepreneur 2012 Award".

Both the Awards have been presented to Shri Sandeep Engineer, the Managing Director of the Company at the Power Brands Hall of Fame Ceremony on August 29, 2012 in Dubai. This Award has been given to upcoming Leaders who shall be the torch bearers in the near future.

