



## ASTRAL POLY TECHNIK LIMITED

CIN : L25200GJ1996PLC029134

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

E-Mail: co@astralcpvc.com Website: www.astralcpvc.com Tel No: 079 66212000 Fax No: 079-66212121

### NOTICE

**NOTICE** is hereby given that the **18th (Eighteenth)** Annual General Meeting of the Members of **ASTRAL POLY TECHNIK LIMITED (CIN: L25200GJ1996PLC029134)** will be held on Monday, the 25th day of August, 2014 at 11 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, 2014 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, 2014 on the Equity Shares of the Company.
- 4] To consider the reappointment of Mr. Kyle Thompson, 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 139 and other applicable Provisions, if any, of the Companies Act, 2013, **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 for a period of 3 years from the conclusion of 18th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company subject to ratification by members of the Company at every Annual General Meeting at a remuneration to be decided by and between the Auditors and the Managing Director of the Company."

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** in accordance with the Provisions of Section 196 read with Section 197 and any other applicable Provisions of the Companies Act, 2013 and Schedule V of the Companies Act, 2013 and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other statutory modification(s) or reenactment thereof from time to time, and such other consents/approvals as may be required, the consent of the members of the Company be and is hereby accorded for the reappointment of Mrs. Jagruti S.

Engineer as the Whole Time Director of the Company, for a further period of 3 (Three) years with effect from 1st day of May, 2014 on the terms and conditions as stipulated hereunder and she shall be liable to retire by rotation.

**1. Period of Appointment:** 1st May, 2014 to 30th April, 2017.

**2. Nature of Duties:** The Whole Time Director shall head the Administration and Human Resource Departments of the Company.

#### 3. Remuneration:

**(a) Salary:** Basic ₹ 2,50,000/- p.m. (with annual increments of ₹ 50,000/- upto ₹ 3,50,000/- per month).

**(b) Perquisites and Allowances:** Medical Allowance ₹ 50,000/- per month and Conveyance Allowance ₹ 50,000/- per month.

#### (c) Other Terms:

- (i) The Executive Director shall also be entitled to the benefits in accordance with the Company's practice and Rules & Regulations in force from time to time.
- (ii) Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Executive Director. However in any case the remuneration would not exceed the limits prescribed under the provisions of the applicable Companies Act.
- (iii) Board is entitled to make changes within the overall amount fixed by the members.

**RESOLVED FURTHER THAT** the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by Shareholders while according its approval and to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and deemed expedient to put the aforesaid resolutions into effect including but not limited to filing and signing of requisite e-forms with the Registrar of Companies and any other concerned Statutory Authorities."

- 7] **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 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (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 of the Company be and is hereby accorded to sub-divide each of the **Equity Share of the nominal value of ₹ 2/- (Rupees Two only) each fully paid in the Capital of the Company into 1 (One) Equity Share of ₹ 1/- (Rupee One 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 **5,61,90,280 (Five Crore Sixty One Lac Ninety Thousand Two Hundred and Eighty Only) Equity Shares bearing the face value of ₹ 2/- (Rupees Two Only) each shall stand sub-divided into 11,23,80,560 (Eleven Crore Twenty Three Lacs Eighty Thousand Five Hundred and Sixty Only) fully paid-up Equity Shares bearing the face value of ₹ 1/- (Rupee One Only) each.**

**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, Mr. Hiranand Savlani, Chief Financial Officer and 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 (Share Capital and Debentures) Rules 2014**, 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 64 and other applicable provisions, if any, of the Companies Act, 2013, 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 Crore Only)** divided into **₹ 15,00,00,000/- (Fifteen Crore Only)** Equity Shares of **₹ 1/- (Rupees One Only) each."**

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

**"RESOLVED THAT** pursuant to provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, the appointment of Mr. K.R. Shenoy (DIN: 00801985), an Independent Director of the Company, who had been appointed as a Director liable to retire by rotation and in respect of whom the Company has received a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five Consecutive years i.e. up to 24th August, 2019."

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

**"RESOLVED THAT** pursuant to provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and clause 49 of the Listing Agreement, the appointment of Mr. Pradip Desai (DIN: 00336937), an Independent Director of the Company, who had been appointed as a Director liable to retire by rotation and in respect of whom the Company has received a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five Consecutive years i.e. up to 24th August, 2019."

**10] To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of (Meetings of Board and its Powers) Rules, 2014 and pursuant to the provisions of the Listing Agreement, the consent of the Shareholders of the Company be and is hereby accorded to enter into the below mentioned transactions.

Sr. No.	Particulars of Party Transaction with	Type of Transaction	Maximum Aggregate Value Per Annum (₹)
1	Kairav Chemicals Limited Associated Company	Rent	97,000/-
2	Sandeep P.Engineer (HUF)	Rent	16,37,000/-
3	Hansa P.Engineer	Rent	3,73,000/-

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr Sandeep Engineer, Managing Director, or Mrs. Jagruti Engineer, Executive Director, or Company Secretary of the Company, be and are hereby **SEVERALLY** authorised in the name of and on behalf of the Company."

**11] To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder (the "Act") and any applicable subsisting sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs (the "MCA"), the stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), and/ or any other competent authorities, and subject to any required approvals, consents, permissions and / or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the MCA, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to, create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees

of the Company, as may be permitted), in India equity shares of the Company with a face value of ₹ 1/- (Rupee One) each (the "Equity Shares"), foreign currency convertible bonds and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, through public and / or private offerings and / or on preferential allotment basis or any combination thereof or by issue of prospectus and / or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and / or bilateral and / or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds, and / or any other categories of investors whether or not such Investors are members of the Company (collectively called the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 250 Crore (Rupees Two Hundred and Fifty Crore Only) or equivalent thereof inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with

the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations / guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid Resolutions:

- a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b) The Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws, regulations and guidelines and subject to approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transfer-ability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Resolutions described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and

approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or such committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing Resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or any whole-time director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolutions."

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

Place : Ahmedabad  
Date : July 18, 2014

**SANDEEP P. ENGINEER**  
Managing Director



**NOTES:**

- 1] **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LOGED/DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2] 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 authorising their representative to attend and vote on their behalf at the meeting.
- 3] Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slips.
- 4] Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 5] In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- 6] Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Entrance Pass for attending the meeting.
- 7] The Register of Members and the Share Transfer Books of the Company shall remain closed from August 15, 2014 to August 25, 2014 (Both days inclusive) for the purpose of payment of Final Equity Dividend.
- 8] 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.
- 9] Voting through electronic means:

In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in compliance of clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-Voting.
- 10] The instructions for e-voting are as under:

**SECTION A - E-VOTING PROCESS -**

**Step 1:** Open your web browser during the voting period and log on to the e-Voting Website: [www.evotingindia.com](http://www.evotingindia.com).

**Step 2:** Click on "Shareholders" to cast your vote(s)

**Step 3:** Select the Electronic Voting Sequence Number (EVSN) i.e. "140728029" along with "COMPANY NAME" i.e. "Astral Poly Technik Limited" from the drop down menu and click on "SUBMIT".

**Step 4:** Please enter User ID –

- a. For account holders in CDSL: - Your 16 digits beneficiary ID
- b. For account holders in NSDL: - Your 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.

**Step 5:** Enter the Image Verification as displayed and Click on Login

**Step 6:** 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.

**Step 7:** If you are a first time user follow the steps given below:

- 7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
- 7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- 7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#

# Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cutoff date i.e. July 18, 2014 in the Dividend Bank details field.

**Step 8:** entering these details appropriately, click on "SUBMIT" tab.

**Step 9:** First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

- Step 10:** Click on the EVSN of the Company i.e. 140728029 to vote.
- Step 11:** On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
- Step 12:** Click on the Resolution File Link if you wish to view the Notice.
- Step 13:** 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.
- Step 14:** Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

**SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS -**

- i. The e-Voting period commences on August 19, 2014 (9.00 a.m.) and ends on August 21, 2014 (4.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date of July 18, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- iii. CS Monica Kanuga, Practicing Company Secretary (Membership No.: FCS 3868; CP No: 2125) (Address: 1st Floor, 8, Pritamnagar, Near Pritamnagar Akhada, Elisbridge, Ahmedabad – 380 006, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website [www.astralcpvc.com](http://www.astralcpvc.com) and on the website of CDSL <https://www.evotingindia.com> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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).

**Contact Details**

**Company:**

"ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad - 380 059. E-mail ID: [co@astralcpvc.com](mailto:co@astralcpvc.com)

**Registrar Transfer Agent:**

E-2/3, Ansa Industrial Estate, Sakivihar Road, Andheri (E), Mumbai-400072, Ph. No. 022-40430200; Fax No. 022-28475207 E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**E-Voting Agency:**

Central Depository Services (India) Limited  
E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer:**

Monica Kanuga, Practicing Company Secretary.  
Address: 1st Floor, 8, Pritamnagar, Near Pritamnagar Akhada, Elisbridge, Ahmedabad – 380 006, Gujarat, India. E-mail ID: [monica.kanuga@sbcglobal.net](mailto:monica.kanuga@sbcglobal.net)

- 11] The Annual Report 2014 of the Company, circulated to the Members of the Company, will be made available on the Company's website at [www.astralcpvc.com](http://www.astralcpvc.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 12] For the sake of convenience, Members/Proxies are requested to bring their identity proof.
- 13] Those members who have not encased their dividend warrants pertaining to the following financial years are requested to approach the Registrar & Share Transfer Agent of Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund [IEPF] on the respective dates mentioned there against pursuant to provisions of section 205[C] of the Companies Act, 1956 and provisions of section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such date, the members will lose their rights to claim such dividend unless the provisions of section 125 of the Companies Act, 2013 are notified by the Central Government.

**(Notice Cont.)**

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

Sr. No.	Year	Dividend Rate	Dividend Type	Total Unclaimed Amount as on 31/03/2014	Dividend Declared on	Date after which the Dividend will be transferred to IEPF
1	2007-2008	10%	Final	21,338.00/-	19/06/2008	26/Jul/2015
2	2008-2009	10%	Final	25,870.00/-	27/07/2009	2/Sep/2016
3	2009-2010	10%	Interim	11,107.00/-	13/10/2009	19/Nov/2016
4	2009-2010	10%	Final	30,521.00/-	09/08/2010	15/Sep/2017
5	2010-2011	10%	Interim	34,222.98/-	25/10/2010	1/Dec/2017
6	2010-2011	12.5%	Final	20,028.76/-	04/08/2011	10/Sep/2018
7	2011-2012	10%	Interim	15,516.00/-	05/11/2011	12/Dec/2018
8	2011-2012	12.5%	Final	13,427.09/-	13/08/2012	19/Sep/2019
9	2012-2013	10%	Interim	12,939.76/-	09/11/2012	16/Dec/2019
10	2012-2013	15%	Final	15,924.00/-	05/08/2013	10/Sep/2020
11	2013-2014	12.5%	Interim	10,310.00/-	01/11/2013	7/Dec/2020

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.

- 14]** Big share 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; Fax No. 022-28475207  
E-mail: investor@bigshareonline.com  
Website: www.bigshareonline.com

- 15]** 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.

**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](mailto:investor@bigshareonline.com).

- 16]** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Big share Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Andheri (E), Mumbai-400072. The prescribed form may also be obtained from Big share Services Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their DP directly for recording their nomination.

- 17]** 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 (10) Ten days before the date of the meeting, so that the information may be made available at the meeting to the best extent possible.

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**Item No. 6**

Mrs. Jagruti S. Engineer was appointed as a Whole-time Director of the Company w.e.f. 1st May, 2011 for a period of 3 (Three) years ending on 30th April, 2014 subject to the approval of the members of the Company. The approval of the members was obtained to the reappointment in the Annual General Meeting held on 4th day of August, 2011. Since her term expired on 30th April, 2014, Mrs. Jagruti S. Engineer was re-appointed as a Whole-time Director of the Company for a further period of 3 years commencing from 1st May, 2014, subject to approval of the members.

Mrs. Jagruti Engineer has been managing the Administration and Human Resource Departments of the Company since 2006 and her services are indispensable. It was observed by the members of Remuneration Committee and the Board of Directors of the Company that it would be prudent to re-appoint the Whole Time Director in the interest of continuity of functions and better management.

Accordingly, Board of Directors of the Company at its meeting held on 5th February, 2014 has considered and approved the reappointment of Mrs. Jagruti S. Engineer as the Whole-time Director of the Company for a further period of 3 years commencing from 1st May, 2014 on revised terms and conditions on the basis of recommendation of the members of the Remuneration Committee of the Board.

However the appointment and revision in the terms of appointment of Mrs. Jagruti S. Engineer as the Whole-time Director of the Company is subject to the approval of the members of the Company under the provisions of the Companies Act, 2013.

**(Notice Cont.)**

Hence, the Board of Directors of the Company recommends the Resolution No.6 for your approval as an Ordinary Resolution.

The abstracts of the key terms and conditions of appointment under Section 302 of the Companies Act, 1956 have already been circulated to the Members of the Company.

Except Mrs. Jagruti Engineer and Mr. Sandeep Engineer none of the Directors, key managerial personnel of the Company or their relatives are, in any way, concerned or interested in the resolution except in their capacity as shareholders.

**Annexure forming part of the Explanatory Statement as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013.**

**i. General Information****(1) Nature of Industry:**

The Company is engaged in the business of manufacturing of PVC/CPVC Pipes and fittings.

**(2) Date of commencement of commercial production:**

The Company is in the business of manufacturing of PVC/CPVC Pipes and fittings since 1996.

**(3) In case of new Companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the Prospectus:**

Not Applicable.

**(4) Financial Performance based on given indicators:**

(₹ In Lacs)

For the year ended	31.03.2014	31.03.2013
Effective Capital	112,380,560	112,380,560
Net Profit after Tax	7720.51	5952.04

**(5) Foreign Investments & Collaborations if any:**

The Company has 37.50% holding in the Share Capital of its Joint Venture Company namely, Astral Pipes Limited (Formerly Astral Technologies Limited) as of 31st March, 2014.

**ii. Information about the appointee****(1) Background Details:**

Mrs. Jagruti Engineer, by qualification is Bachelor of Arts (B.A.) and she is the Promoter Director of the Company. She has been managing the Administration and Human Resource Departments of the Company since 2006 and has contributed significantly towards the growth of the Company and her services are indispensable.

**(2) Past Remuneration:**

The remuneration paid to Mrs. Jagruti Engineer during last 3 years is as follows:

Financial Year	₹ In Lacs
2013-2014	29.50
2012-2013	23.50
2011-2012	17.25

**(3) Recognition or awards:**

The Company has no information to provide.

**(4) Job profile and her suitability:**

Mrs. Jagruti Engineer has been associated with the Company since its inception having rich hands on experience for handling Administration and Human Resource Departments. She looks after day-to-day affairs of the Company. Having regard to her vast experience, the Board of Directors of the Company is of the opinion that Mrs. Jagruti Engineer is eminently suitable to continue to hold the position and the proposed remuneration is reasonable.

**(5) Remuneration proposed:**

As provided in the resolution.

**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person:**

The Company has no information to offer, but having regard to the versatile experience and responsibility of the position held by Mrs. Jagruti Engineer, the Board of Directors is of the opinion that the proposed remuneration is quite reasonable.

**(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel**

Mrs. Jagruti Engineer is a Promoter of the Company holding 45,71,705 fully paid Equity Shares of ₹2/- each forming 8.14% of the paid up capital of the Company. Her Husband, Mr. Sandeep Engineer holds the office of the Managing Director of the Company.

**iii. Other Information****(1) Reasons for Loss or Inadequacy of Profits:**

The Company has not incurred any loss and the profits are also adequate. However, the provision for payment of minimum remuneration is being made in the proposal only to take care of any unforeseen situation resulting in losses or inadequate profits.

**(2) Steps taken or proposed to be taken for improvement:**

Not Applicable

**(3) Expected increase in productivity and profits in measurable terms:**

Not Applicable

**iv. Disclosures**

The Corporate Governance report which forms a part of the Directors' Report contains details of remuneration of all the Directors

**Item No. 7**

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

The Market price of the shares of the Company has witnessed significant spurt over the last 6 months. 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 3rd May, 2014 considered it desirable to subdivide the existing nominal value of the Equity Shares from ₹ 2/- (Rupees Two only) each to ₹1/- (Rupee One 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.

The present Authorised Share Capital of the Company is ₹ 15,00,00,000/- divided into 7,50,00,000/- Equity Shares of ₹ 2/- each. It is proposed to sub-divide the existing Face value of ₹ 2/- each of the Equity Shares of the Company into Equity Shares of Face value of ₹ 1/- per Share. The Proposal of the Company to subdivide its Shares into smaller denomination is permissible under Section 61(1)(d) of the Companies Act, 2013. The Sub-division of Shares also calls for the corresponding amendment in



**(Notice Cont.)**

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. 7 of this Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution except in their capacity as shareholders.

**Item No. 8**

Mr. Pradip Desai aged 62 years, is a B.SC (Physics) from Gujarat University. He started his career by setting up his sole proprietorship firm, which was a manufacturing unit of PVC conduit pipes and pressure pipes, which was operational for seven years. He was the Secretary and President of the Paper Merchants' Association, Ahmedabad for six years, a Committee Member of the Gujarat Chamber of Commerce for ten years and the Vice President of All India Federation of Paper Traders' Association. He is also the Director of N. Desai Papers Private Limited, which is distribution Company to distribute paper manufactured by Ballarpur Paper Mills Limited.

He will retire at this Annual General Meeting and is also eligible for reappointment, Further in terms of Section 149 and 152 read with schedule IV of Companies Act 2013, the Board of Directors have reviewed the declaration made by Mr. Pradip Desai that he meets the criteria of independence as provided in section 149(6) of the Companies Act 2013.

In terms of Section 149(10) of the Companies Act 2013, an independent Director shall hold office for a term up to five consecutive years on the Board of company thereby making the Independent Director non rotational.

In view of the above provisions the proposal for appointment of Mr. Pradip Desai as an independent director not liable to retire by rotation for a period of five years has been put up for the approval of shareholders.

Save and except Mr. Pradip Desai, none of the directors nor key managerial Personnel or relatives thereof are, in any way, concerned or interested in the above resolution.

**Item No. 9**

Mr. K.R. Shenoy aged 71 years is a M.Sc. (Statistics) from Mumbai University. He possesses experience of 37 years in the banking sector. He was the Chairman and CEO of the Lakshmi Vilas Bank Limited, Karur, Tamil Nadu till 2002. He has also served in various positions and retired as an Executive Director of Corporation Bank in 1997. He has also served in the RBI during the period 1965-1973 as a Statistical Assistant (3 Years) and Staff Officer Grade-A (5 Years). Presently he is a Director of an NGO in Bangalore and a member of Executive Committee of Bhartiya Vidya Bhavan, Mangalore.

He will retire at this Annual General Meeting and is also eligible for reappointment, Further in terms of Section 149 and 152 read with schedule IV of Companies Act 2013, the Board of Directors have reviewed the declaration made by Mr. K.R. Shenoy that he meets the criteria of independence as provided in section 149(6) of the Companies Act 2013.

In terms of Section 149(10) of the Companies Act 2013, an independent Director shall hold office for a term up to five consecutive years on the Board of company thereby making the Independent Director non rotational.

In view of the above provisions the proposal for appointment of Mr. K.R. Shenoy as an independent director not liable to retire by

rotation for a period of five years has been put up for the approval of shareholders.

Save and except Mr. K.R. Shenoy, none of the directors nor key managerial Personnel or relatives thereof are, in any way, concerned or interested in the above resolution.

**Item No. 10**

As per the provisions of Section 188 read with Rule 15 of (Meetings of Board and its Powers) Rules, 2014 and as per the provisions of Listing Agreement, the consent of the Shareholders of the Company is required to enter into transactions with Related Parties in specified cases.

The proposed / existing transactions of the company with the Related parties are as detailed below. In pursuance of the said provisions, the agenda has been put up for the approval of the Members.

**(a) Name of the Related Party: Kairav Chemicals Limited Associated Company.**

**(b) Nature of Transactions:** Let out of office premises on rent

**(c) Name of the director or Key Managerial Personnel who is related, if any:** - Sandeep Engineer and Jagruti Engineer

**(d) Nature of Relationship:** The persons named in (c) above, who are directors of the Company are also the Directors and Shareholders of the Lessee company.

**(e) Material Term(s), monetary value and particulars of the Contract or Arrangement:**

- Renewal of the Contract was due on 1st April, 2014. The same shall now be renewed after the approval of the Members, if granted.
- Monthly Rentals : ₹ 5000/- p.m. (Five Thousand only)

**(a) Name of the Related Party:** Sandeep P. Engineer (HUF)

**(b) Nature of Transactions:** Leave and License agreement

**(c) Name of the director or Key Managerial Personnel who is related, if any:** - Sandeep Engineer and Jagruti Engineer

**(d) Nature of Relationship:** The persons named in (c) above are directors of the Company and they and/or their relatives are interest in the HUF being Members of the HUF.

**(e) Material Term(s), monetary value and particulars of the Contract or Arrangement:**

- Renewal of the Contract: 3rd August, 2014.
- Monthly License Fees: ₹ 84,700/- p.m. (Eighty Four Thousand Seven Hundred only) which will be increased by 10% every year.

**(f) All the Commercial Terms** are on arm's length basis and all factors relevant to the contract have been considered as per renewal agreement.

**(g) Any Other Information:** The agreement will be for the period of 5 years.

**(a) Name of the Related Party:** Hansa P. Engineer

**(b) Nature of Transactions:** Leave and License agreement

**(c) Name of the director or Key Managerial Personnel who is related, if any:** - Sandeep Engineer and Jagruti Engineer

**(d) Nature of Relationship:** The persons named in (c) above are directors of the Company and they are the relatives of the other transacting party.

**(e) Material Term(s), monetary value and particulars of the Contract or Arrangement:**

- Renewal of the Contract: 1st August, 2014.
- Monthly License Fees: ₹ 19,250/- p.m. (Nineteen thousand two hundred fifty rupees only) which will be increased by 10% every year.

**(f) All the Commercial Terms** are on arm's length basis and all factors relevant to the contract have been considered as per renewal agreement.

**(g) Any Other Information:** The agreement will be for the period of 5 years.

Save and except Sandeep P. Engineer and Jagruti S. Engineer, none of the other directors nor any key managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution.

**Item No. 11**

The Company proposes to have flexibility to infuse additional capital, to tap capital Markets and to raise additional long term resources, if necessary in order to sustain rapid growth in the business, for business expansion and to improve the financial leveraging strength of the Company. The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds to the extent of ₹ 250 Crore (Rupees Two Hundred and Fifty Crore Only) or its equivalent in any one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board (inclusive at such premium as may be determined) by way of issuance of equity shares of the Company ("Equity Shares") and/or any instruments or securities including convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants, and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/instruments/warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers (QIBs) as defined by SEBI under Issue of Capital and Disclosure Requirements Regulations, 2009. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Further in case the Company decides to issue eligible securities within the meaning of Chapter VIII of the SEBI Regulations to Qualified Institutional Investors, it will be subject to the provisions of Chapter VIII of the SEBI Regulations as amended from time to time. The aforesaid securities can be issued at a price after taking into consideration the pricing formula prescribed in Chapter VIII of the SEBI (ICDR) Regulations. Allotment of securities issued pursuant to Chapter VIII of SEBI Regulations shall be completed within twelve months from the date of passing of the resolution under Section 42 and 62 of the Companies Act, 2013. This Special Resolution gives (a) adequate flexibility and discretion to the Board to finalize the terms of the issue, in consultation with the Lead Managers,

Underwriters, Legal Advisors and experts or such other authority or authorities as need to be consulted including in relation to the pricing of the Issue which will be a free market pricing and may be at premium or discount to the market price in accordance with the normal practice and (b) powers to issue and market any securities issued including the power to issue such Securities in such tranche or tranches with/without voting rights or with differential voting rights.

The detailed terms and conditions for the issue of Securities will be determined in consultation with the advisors, and such Authority/Authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the listing agreement executed by the Company with Stock Exchanges where the Equity Shares of the Company are listed. Since the resolution involves issue of Equity Shares to persons other than existing shareholders, special resolution in terms of Section 42 and 62 of the Companies Act, 2013 is proposed for your approval. The amount proposed to be raised by the Company shall not exceed ₹ 250 Crore (Rupees Two Hundred and Fifty Crore Only).

The Equity shares, which would be allotted, shall rank in all respects pari passu with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and/or listing particulars.

The Board of Directors recommends the said resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

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

Place : Ahmedabad  
Date : July 18, 2014

**SANDEEP P. ENGINEER**  
Managing Director