

13th July, 2017

BSE Limited
P J Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir/Madam,

Sub: Notice of Annual General Meeting

.....

In Compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we forward herewith the Notice of the 21st Annual General Meeting of the Company to be held on Tuesday, 8th August, 2017 at 2.30 p.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015 Gujarat.

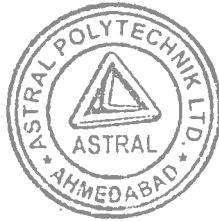
Kindly take the same on record.

Thanking You.

Yours faithfully,

For Astral Poly Technik Limited


.....
Krunal Bhatt
Company Secretary



BRANCHES :-

Bengaluru - Telefax : 080 2661 7236 E-mail : bengaluru@astralpipes.com
Chennai - Phone : 044 4350 6384 E-mail : chennai@astralpipes.com
Hyderabad - Telefax : 040 2790 0023 E-mail : hyderabad@astralpipes.com
Jaipur - Phone : 0141 2974 322 E-mail : jaipur@astralpipes.com
Kochi - Phone : 0484 3328 156 E-mail : kochi@astralpipes.com

Lucknow - Phone : 0522 2728 844 E-mail : lucknow@astralpipes.com
Mumbai - Phone : 022 2838 9744 E-mail : mumbai@astralpipes.com
New Delhi - Phone : 011 2616 8156 E-mail : delhi@astralpipes.com
Pune - Phone : 020 65214455 E-mail : pune@astralpipes.com



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.
Tel No.: 079-66212000 Fax No.: 079-66212121 E-Mail: info@astralpipes.com Website: www.astralpipes.com

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of ASTRAL POLY TECHNIK LIMITED will be held on Tuesday, the 8th day of August, 2017 at 2:30 p.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, Gujarat to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the reports of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the report of the Auditors thereon.
2. To confirm Interim Dividend declared by the Board of Directors.
3. To declare Final Dividend on Equity Shares.
4. To consider re-appointment of Mr. Anil Kumar Jani (DIN: 07078868), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint the Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company, subject to ratification of their appointment at every Annual General Meeting, on such remuneration as may be decided by the Board of Directors 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, 197, 203 and other applicable Provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves/ratifies the re-appointment and terms of remuneration of Mrs. Jagruti S. Engineer (DIN: 00067276) as the Whole Time Director of the Company, for a further period of 3 (Three) years with effect from 1st day of May, 2017 on the terms and conditions as stipulated hereunder and she shall be liable to retire by rotation.

1. Period of Appointment: 1st May, 2017 to 30th April, 2020.
2. Remuneration: ` 6,00,000/- p.m. comprising:
 - (a) Salary: Basic ` 5,00,000/- p.m. (with annual increments of ` 50,000/-)
 - (b) Perquisites and Allowances: In addition to the Salary, Mrs. Jagruti S. Engineer be entitled to perquisites and Allowances Medical Allowance ` 50,000/- per month and Other Allowances ` 50,000/- per month.
3. Other Terms:
 - (i) The Company shall reimburse to the Whole-time Director all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
 - (ii) The Whole-time Director shall be paid perquisites including but not limiting to house rent allowance, leave travel concession, car facility, contribution to super annuation fund, gratuity and all other benefits that she is entitled to in accordance with the Company's Rules and Regulations in force from time to time as may be approved by the Nomination and Remuneration Committee and/or Board of Directors thereof.
 - (iii) In case of loss or inadequacy of profits, the Whole-time Director be paid remuneration within the limits as prescribed under Section II of Part II of Schedule V to the Act."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration of the Whole-time Director from time to time within the limits prescribed and permitted under Section 197 read with Schedule V of the Act, and other applicable provisions, if any, of the Act, as amended from time to time, during her term of office without being required to seek any fresh approval of the members of the Company and the decision of the Board of Directors shall be final and conclusive in this regard.

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 the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to redeemable secured / unsecured Non-Convertible Debentures (NCDs) but not limited to subordinated Debentures, bond, and / or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of this Resolution by the Members, upto an amount not exceeding ` 200 Crores (Rupees Two Hundred Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

8. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V. H. Savaliya & Associates, Cost Accountants (FRN: 100346), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 LODGED/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 true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Proxy holder/ authorised representative shall prove his identity at the time of attending the meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. A 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. Brief resume and other details of the director being re-appointed in the Annual General Meeting are provided in this notice and Corporate Governance Report forming part of the Annual Report.
6. Relevant documents referred to in the accompanying Notice and other relevant statutory registers/certificates are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Meeting and at the meeting. 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. Pursuant to the Provisions of Section 91 of Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from 2nd August, 2017 to 8th August, 2017 (Both days inclusive) for the purpose of Annual General Meeting and for payment of final equity dividend. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched commencing on or from 9th August, 2017 to those members whose names shall appear on the Company's Register of Members on 1st August, 2017. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Bigshare Services Private Limited ("Bigshare") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400 059
Phone No. : +91 22 62638200, Fax No. : +91 22 62638299 if shares are held in physical form; and
- (ii) Their respective Depository Participant (DP), if shares are held in electronic form.

8. The Annual Report of the Company, circulated to the Members of the Company, will be made available on the Company's website at www.astralpipes.com and also on the website of the Stock Exchanges.
9. Pursuant to the provisions of the Companies Act, 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. Accordingly, the unclaimed dividend in respect of financial year 2009- 10 (Final) & 2010-11 (Interim) is due for transfer in September, 2017 and December 2017. 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 of unclaimed dividend to the Investor Education & Protection Fund (IEPF).

The detailed dividend history along with due dates of transfer to IEPF and details unclaimed dividend are available on Investor Relation page on the website on the Company.

10. 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 Pvt. Ltd
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East),
Mumbai 400 059
Phone No. : +91 22 62638200
Fax No. : +91 22 62638299
E-mail : investor@bigshareonline.com
Website : www.bigshareonline.com

11. In line with the Green initiative of Ministry of Corporate Affairs, the Company, instead of supplying complete and full Annual Report to all the Shareholders shall supply soft copies of full Annual Report to all those Shareholders who have registered their email addresses with the depository participant & 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@astralpipes.com.
12. The route map showing directions to reach the venue of AGM is annexed.

13. SHAREHOLDER INSTRUCTIONS FOR E-VOTING:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 5th August, 2017 (9.00 a.m.) and ends on 7th August, 2017 (5.00 p.m.). During this period shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. 1st August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ☐ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the name and address sticker/Mail indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ☐ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Astral Poly Technik Limited
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. M-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians

- ☐ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ☐ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ☐ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ☐ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ☐ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. or write to the Company Secretary. Contact details of Company Secretary are as at the top of notice.

14. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
15. A person, whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
16. A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. 1st August, 2017, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or through the poll paper at the AGM by following the procedure mentioned in this part.
17. Ms. Monica Kanuga, PCS (Membership No.: FCS: 3868; CP No: 2125), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

18. At the AGM, at the end of the discussion on the resolution on which e-voting is to be held, the Chairman shall, with the assistance of the Scrutinizer order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
19. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated scrutinizer's Report of the total votes cast in favour of or against, if any not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman or any person authorised by the Chairman shall declare the result of the voting forthwith.
20. The result along with Scrutinizer's Report will be placed on the Company's website: www.astralpipes.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to the BSE Ltd. and National Stock Exchange of India Ltd.
21. Brief Profile of Mr. Anil Kumar Jani (DIN: 07078868) (Director seeking re-appointment) pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government is as under:

Mr. Anil Kumar Jani, 66, a Chemical Engineer has worked as an Inspector of Factories for 26 years after initially working in the private sector for 4 years. He has also worked as Chemical Inspector of Factories and looked after factories of the whole State of Gujarat. He retired as a Dy. Director (Industrial Safety & Health). He holds 1120 (0.00%) equity shares of the Company. He has not drawn any remuneration except (sitting fees) from the Company in the previous financial year and no remuneration is proposed to be paid to him in current financial year. He was first appointed by the Board of Directors on 28th January, 2015, Further, he is not the director of any other Company. He is Member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board of Directors. He is not related to any other director of the Company or Key Managerial Personnel.

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

Item No. 6

The Members of the Company in their Annual General Meeting held on 25th August, 2014 appointed Mrs. Jagruti S. Engineer as Whole-time Director w.e.f. 1st May, 2014

for a period of three years. Since her term was expiring on 30th April, 2017, the Board of Directors in its meeting held on 6th February, 2017, on the recommendation of Nomination and Remuneration Committee, re-appointed Mrs. Jagruti S. Engineer as a Whole-time Director of the Company for a further period of 3 years commencing from 1st May, 2017, subject to approval of the members.

Mrs. Jagruti Engineer, 51, by qualification is Bachelor of Arts (B.A.) in English. She is the Promoter Director of the Company since incorporation. 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. She is also director of subsidiaries of the Company viz. Seal IT Services Ltd., UK. And Seal IT Services Inc., USA She holds 91,43,410 (7.63%) equity shares of the Company. She is Member of CSR Committee of the Board of Directors.

Above Statement regarding brief profile of director may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government.

None of the Directors, Key Managerial Personnel or their relatives other than Mrs. Jagruti S. Engineer and Mr. Sandeep P. Engineer (relative) is, in any way, concerned or interested in the resolution, except in their capacity as shareholders.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

The Company may require to borrow money for expansion or other business requirements or replacement of high cost debt and the same may be financed through issue of Non Convertible Debentures (NCDs).

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the rules made thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured NCDs on a private placement basis is required to obtain the prior approval of the members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and an invitation for such NCDs to be made during the year.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and / or other debt securities, etc., on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, upto an amount not exceeding ` 200 Crores, as may be approved by the members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest,

repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and the rules made thereunder.

None of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested in the resolution, except in their capacity as shareholders.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

The Board of Directors after considering the recommendation of Audit Committee, appointed M/s V.H. Savaliya & Associates, Cost Accountants as the Cost Auditors to carry out the audit of cost records of the Company for the financial year ending on 31st March, 2018 and decided the remuneration of ` 1.25 Lacs (Rupees One Lac and Twenty Five Thousand only) plus applicable service tax and out of pocket expenses.

As per the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the cost auditors fixed by the Board of Directors shall be ratified by the members by passing a resolution.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 8 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2018.

None of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors

Sandeep P. Engineer
Managing Director

Regd. Office:

"ASTRAL HOUSE", 207/1, B/h Rajpath Club,
Off. S.G. Highway, Ahmedabad - 380059
CIN : L25200GJ1996PLC029134

Date : 30th May, 2017

Place : Ahmedabad



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.
Tel No.: 079-66212000 Fax No.: 079-66212121 E-Mail: info@astralpipes.com Website: www.astralpipes.com

FORM MGT -11
Proxy form

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

Name of the member (s) :	_____
Registered address :	_____ _____
E-mail Id :	_____
Folio No/ Client Id :	_____
DP ID :	_____

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint.

- | | | |
|-----------|---|----------------------------|
| Name | : | _____ |
| Address | : | _____ |
| E-mail Id | : | _____ |
| Signature | : | _____ or failing him _____ |
- | | | |
|-----------|---|----------------------------|
| Name | : | _____ |
| Address | : | _____ |
| E-mail Id | : | _____ |
| Signature | : | _____ or failing him _____ |
- | | | |
|-----------|---|----------------------------|
| Name | : | _____ |
| Address | : | _____ |
| E-mail Id | : | _____ |
| Signature | : | _____ or failing him _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, the 8th day of August, 2017 at 2:30 p.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the reports of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the report of the Auditors thereon.

2. To confirm Interim Dividend on Equity Shares declared by the Board of Directors.

3. To declare Final Dividend on Equity Shares.

4. To consider re-appointment of Mr. Anil Kumar Jani (DIN: 07078868), who retires by rotation and being eligible, offers himself for re-appointment.

5. To approve appointment of Auditors and to fix their remuneration.

6. To consider re-appointment of Mrs. Jagruti Engineer (DIN: 00067276) as the Whole-time Director.

7. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

8. To ratify remuneration of the Cost Auditors for the financial year ending 31st March, 2018.

Signed this _____ day of _____ 2017

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
stamp

Note:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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.
Tel No.: 079-66212000 Fax No.: 079-66212121 E-Mail: info@astralpipes.com Website: www.astralpipes.com

ATTENDANCE SLIP

Folio No. : _____ DPID No. _____ Client ID No. _____

Name of Member : _____

Name of Proxy Holder : _____

No. of Share(s) Held : _____

I hereby record my presence at the 21st Annual General Meeting of Astral Poly Technik Limited held on Tuesday, 8th August, 2017 at 2:30 p.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat.

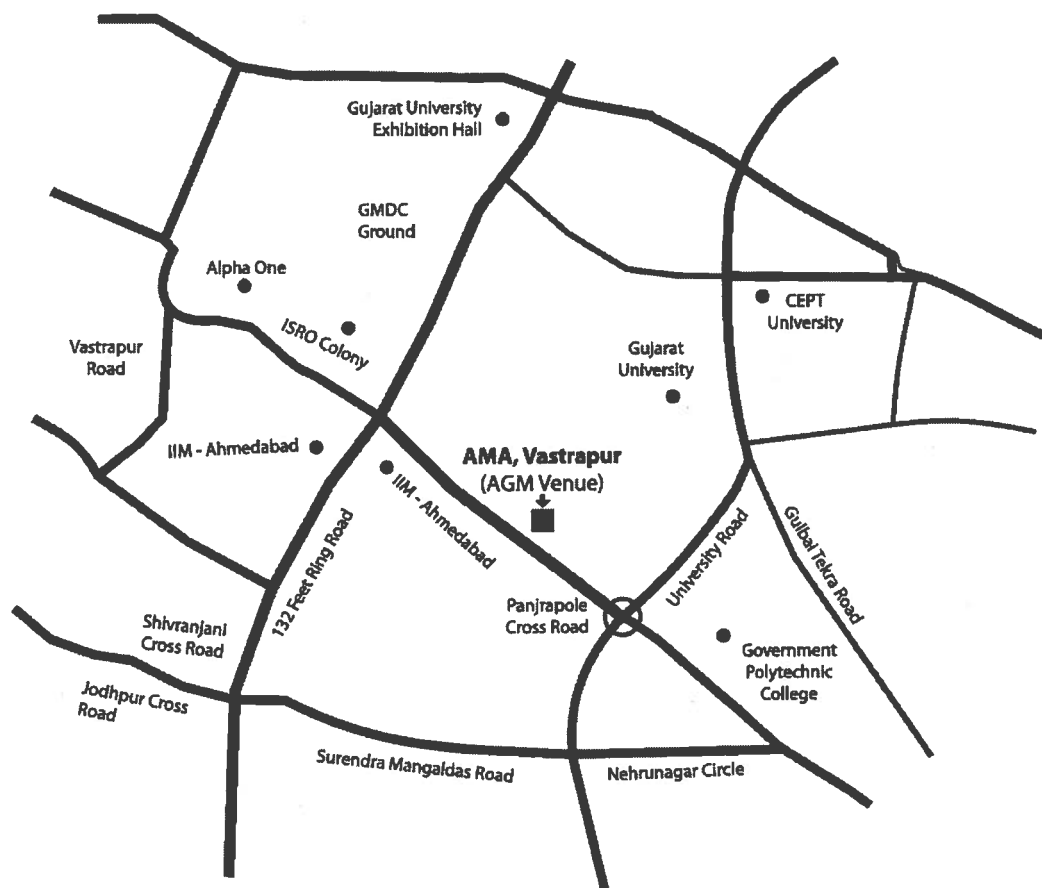
Signature of Member/Proxy

Note:

1. Members/proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report for reference at the meeting.

ROUTE MAP TO THE AGM VENUE

H T Parekh Hall, Ahmedabad
H T Parekh Hall, Ahmedabad Management Association,
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, Gujarat



Landmark: Opposite to IIM-Ahmedabad, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.