apcotex industries limited

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OUR COMMITMENT TO SUSTAINABILITY

15th September 2015

The Manager
Listing Department
The National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor, Plot no. C/1, "G" Block,
Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir,

Sub. Certified true copy of resolution for Issue of Bonus Shares

With reference to our letter dated 12th September 2015 regarding submission of voting result of Postal Ballot in compliance with Clause 35 of Listing agreement, Kindly find enclosed herewith certified true copy of the resolution passed by the shareholders of the Company through Postal Ballot results declared on 12th September 2015.

This is for your reference and record.

Thanking you.

Yours faithfully,
for **APCOTEX INDUSTRIES LIMITED**

Anand V Kumashi
Company Secretary

Encl.: as above

PLEASE REPLY TO

REGD. OFFICE & PLANT : Plot No.3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra. India.
Tel. : (022) 27403500 • Fax : (022) 2741 2052

CORPORATE OFFICE : N. K. M. International House, 178, Backbay Reclamation, Babubhai M. Chinai Marg, Mumbai - 400 020, Maharashtra, India.
Tel (022) 2283 8302 / 2283 8304 • Fax (022) 2283 8291 • Email : info@apcotex.com
Website : www.apcotex.com
CIN NO. L99999MH1986PLC039199

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CERTIFIED TRUE COPY OF THE RESOLUTION APPROVED THROUGH POSTAL BALLOT BY SHAREHOLDERS ON 12TH SEPTEMBER 2015 FOR APPROVAL OF BONUS ISSUE

"**RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013, the relevant provisions of the Memorandum of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board"), and subject to the guidelines issued by Securities and Exchange Board of India (SEBI) and such approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalisation of such sum standing to the credit of Securities Premium / General Reserves / Capital Redemption Reserve account of the Company, as may be considered necessary by the Board, for the purpose of issue of bonus shares of Rs.5/- (Rupees Five) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, on such date may be fixed in this regard, in the proportion of **one** equity share for every **one** existing equity share held by the shareholders.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to all the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they related to Non-Resident Indians (NRIs) / Overseas Corporate Bodies and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the bonus issue of equity shares, issuance of equity shares, the Board and other designated officers of the Company be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration of statement, if any, and other documents with Stock Exchange(s) or SEBI, listing the additional equity shares on BSE Limited, National Stock Exchange of India, as the case may be, amending, if necessary, and entering into any depository arrangement in regard to any such bonus as it may in its absolute discretion deem fit.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.

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Anand V Kumashi
Company Secretary

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Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The equity shares of your Company are listed traded on the National Stock Exchange of India Limited and BSE Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on 31st July 2015 considered and approved a bonus issue of one equity share for every equity share held, as on a record date to be determined by the Company.

The bonus issue of equity shares is subject to Members' approval in terms of Section 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Accordingly, the resolution in the Postal Ballot Notice seek Members' approval for capitalization of the amount standing to the credit of securities premium account / general reserve / capital redemption reserve and issue of bonus shares on the terms and conditions set out in the resolution.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution of the Notice except to the extent of their shareholding in the Company. The Board recommends the resolutions set forth in the Notice for the approval of the Members.

Certified true copy,
apcotex industries limited

Anand V Kumashi
Company Secretary

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