



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 22nd Annual General Meeting of the Members of ASTRAL POLY TECHNIK LIMITED will be held on Saturday, the 25th day of August, 2018 at 10:00 a.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, the Audited Financial Statements (Including Consolidated Financial Statement) of the Company for the financial year ended 31st March, 2018, together with the reports of Directors and 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 Mrs. Jagruti S. Engineer (DIN: 00067276), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Sections 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 or any other statutory modification(s) or re-enactment thereof from time to time, Mr. Sandeep P. Engineer (DIN: 00067112) be and is hereby reappointed as Managing Director of the Company for a further period of 4 years and 2 months i.e. from 1st February, 2018 to 31st March, 2022 on the following terms and conditions:

1. Remuneration: ₹ 24,00,000/- (Rupees Twenty Four Lacs Only) per month for a period from 1st February, 2018 including all allowances and benefits that he is entitled to in accordance with the Company's Rules and Regulations in force from time to time.
2. The Managing Director shall be entitled to an annual increment at the rate of 20% w.e.f 1st April, 2019 per financial year on cumulative basis.

3. The company shall reimburse to the Managing 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.

RESOLVED FURTHER THAT the Managing Director shall be entitled to an incentive payment at the rate of 1% (one percent) of Profit Before Tax (PBT) of the Company for financial year in addition to the above mentioned salary, increment and reimbursement of expenses.

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

RESOLVED FURTHER THAT In case of loss or inadequacy of profits, the Managing 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 Managing Director shall not be liable to retire by rotation in terms of the provisions of the Act.

RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable, expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations 2015 (as inserted by SEBI notification dated 9th May, 2018 to be effective from 1st April, 2019), consent of the Members of the Company

be and is hereby accorded for continuation of holding of office of Independent Director by Mr. K. R. Shenoy (DIN : 00801985) who has attained the age of 75 (Seventy Five) years, upto the expiry of his present term of office i.e. upto 24th August, 2019, on the existing terms and conditions as earlier approved by members by passing an ordinary resolution in Annual General Meeting held on 25th August, 2014."

"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."

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

"RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations 2015 (as inserted by SEBI notification dated 9th May, 2018 to be effective from 1st April, 2019), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Independent Director by Mr. Narasinh K. Balgi (DIN : 00163468) who shall attain the age of 75 (Seventy Five) years before 1st April, 2019, upto the expiry of his present term of office i.e. upto 27th January, 2020, on the existing terms and conditions as earlier approved by members by passing an ordinary resolution in Annual General Meeting held on 11th August, 2015."

"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."

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, 2019, 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/or 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 **19th August, 2018 to 25th August, 2018**

(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 26th August, 2018 to those members whose names shall appear on the Company's Register of Members on 18th August, 2018. 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, is also 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 2010-11 (Final) & 2011-12 (Interim) is due for transfer in September, 2018 and December 2018. The members, who have not encased 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. SHAREHOLDERS INSTRUCTIONS FOR E-VOTING:

- (i) **The voting period begins on 22nd August, 2018 (9:00 a.m.) and ends on 24th August, 2018 (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. 18th August, 2018** 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) <ul style="list-style-type: none"> " Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip 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. <ul style="list-style-type: none"> 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 Apple, Android and 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**

(a) 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.

(b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(c) After receiving the login details, user would be able to link the account(s) for which they wish to vote on.

(d) 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.

(e) 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.

(f) 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. **18th August, 2018**, 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 Mrs. Jagruti Engineer (DIN: 00067276) (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:

Mrs. Jagruti Engineer, 52 is Bachelor of Arts (B.A.) 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 is member of CSR committee of Board of Directors. She holds 91,43,410 (7.63%) equity shares of the Company. The details of the attendance in the Board / Committee meeting are provided in Corporate Governance Report. She is wife of Mr. Sandeep Engineer, Managing Director of the Company.

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

Item No. 5

Mr. Sandeep P. Engineer was earlier appointed as a Managing Director of the Company by members in their Annual General Meeting held on 11th August, 2015 for a period of three year with effect from 1st February, 2015 i.e. upto 31st January, 2018. Since his term was close to expiry, the Board of Directors in its meeting held on 13th November, 2017 approved his re-appointment on revised terms and conditions for a further period of 4 years and 2 months i.e. from 1st February, 2018 to 31st March, 2022 subject to approval of members.

Mr. Engineer, 57 is a dynamic entrepreneur and a visionary and philanthropist. His exceptional vision, dedication, passion and leadership have taken the Company to newer heights in manufacturing CPVC Pipes, Fittings Valves etc. Under his leadership, the Company has become a focused player in the space of CPVC and PVC pipes and fittings among other plumbing products with excellent pan India reach and turnover of Group has increased from ₹ 136 Crores to ₹ 2,016 Crores during last ten years. He has vast experience in managing the Company's affairs and has contributed significantly towards its growth. He is actively involved in expanding the business activities embarking upon new projects. He has been instrumental in diversifying into adhesive business and has acquired the controlling stake in two leading adhesive companies viz. Resinova Chemie Limited and Seal IT Services Limited, UK. He is also director of Astral Biochem Pvt. Ltd., Resinova Chemie Ltd., Kairav Chemicals Ltd., Seal IT Services Ltd., UK, Seal IT Services Inc., USA and Astral Pipes Ltd., Kenya. He is member of Audit Committee of the Company and Resinova Chemie Limited. He is also the member of Stakeholder Relationship Committee of the Company. He holds 3,78,42,460 (31.59%) equity shares of the Company. The details of the attendance in the Board / Committee meeting are provided in Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sandeep P. Engineer and Mrs. Jagruti S. 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. 5 of the Notice for approval by the members.

Item No 6 & 7

Securities and Exchange Board of India vide notification dated 9th May, 2018 amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 whereby no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. This amendment shall come into effect from 1st April, 2019.

Mr. K. R. Shenoy, Independent Chairman of the Company has attained the age of seventy five years and Mr. Narasinh K. Balgi, Independent Director shall attain the age of seventy five years before 1st April, 2019. The members of the Company in their Annual General Meeting held on 25th August, 2014 appointed Mr. K. R. Shenoy as an Independent Director of the Company for a period of five years i.e. upto 24th August 2019 by passing an ordinary resolution. Further, the members of the Company in their Annual General Meeting held on 11th August, 2015 appointed Mr. Narasinh K. Balgi as an Independent Director of the Company for a period of five years i.e. upto 27th January, 2020 by passing an ordinary resolution.

Mr. K. R. Shenoy, 75, 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 Banking 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 does not hold any other directorship in any other company. He has been serving as an Independent Chairman of the Company since 2009. He does not hold any shares of the Company. The Company has during his tenure as an Independent Chairman grown manifold. The Company has been receiving advantage of his rich knowledge and experience in the area of business, finance, banking and other management areas and expects to continue to receive his guidance in future also.

Mr. Balgi, 74 a Mechanical Engineer from VJTI, Mumbai has been serving Plastic Industry for last 47 years and has wide experience in the area of Quality Assurance, Manufacturing Systems, Technology Transfer and Executive Functions of - Sales & Marketing, Human

Resource Development and overall financial management. He is also member of various prestigious institutes/association concerning the Plastic Industry. He is also director of Milacron India Pvt. Ltd., Resinova Chemie Limited and A G Training and Innovation Centre. He holds 2530 equity shares of the Company. Considering his rich experience in plastic industry, the Company has significantly benefited and shall continue to benefit due to his knowledge and expertise at Board level.

In view of aforesaid, the Board of Directors proposes to seek approval of members by way of special resolution for continuation of holding of office of independent directors by Mr. K. R. Shenoy and Mr. Narasinh K. Balgi upto expiry of their existing tenure i.e. upto 24th August, 2019 and 27th January, 2020 respectively.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. K. R. Shenoy and Mr. Narasinh K. Balgi 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. 6 & 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, 2019 and decided the remuneration of ₹ 1.50 Lacs (Rupees One Lakh and Fifty Thousand only) plus applicable GST 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 : 23rd May, 2018

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.

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him _____
2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him _____
3. 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 22nd Annual General Meeting of the Company, to be held on Saturday, the 25th day of August, 2018 at 10:00 a.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:

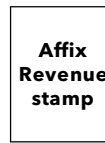
Resolution No:

1. To receive, consider and adopt, the Audited Financial Statements of the Company (Including Consolidated Financial Statement) for the financial year ended 31st March, 2018, together with the reports of Directors and Auditors thereon; and
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 Mrs. Jagruti Engineer (DIN: 00067276) as the Whole-time Director who retires by rotation and being eligible, offers herself for re-appointment.
5. To consider re-appointment of Mr. Sandeep Engineer (DIN: 00067112) as the Managing Director.
6. To ratify appointment of Mr. K. R. Shenoy (DIN: 00801985) as an Independent Director for present tenure.
7. To ratify appointment of Mr. Narasinh K. Balgi (DIN: 00163468) as an Independent Director for present tenure.
8. To ratify remuneration of the Cost Auditors for the financial year ending 31st March, 2019.

Signed this _____ day of _____ 2018

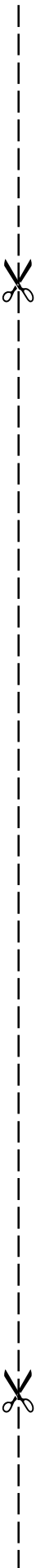
Signature of shareholder : _____

Signature of Proxy holder(s) : _____



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. : _____ DP ID No. _____ Client ID No. _____

Name of Member : _____

Name of Proxy Holder : _____

No. of Share(s) Held : _____

I hereby record my presence at the 22nd Annual General Meeting of Astral Poly Technik Limited held on **Saturday, 25th August, 2018 at 10:00 a.m.** at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat.

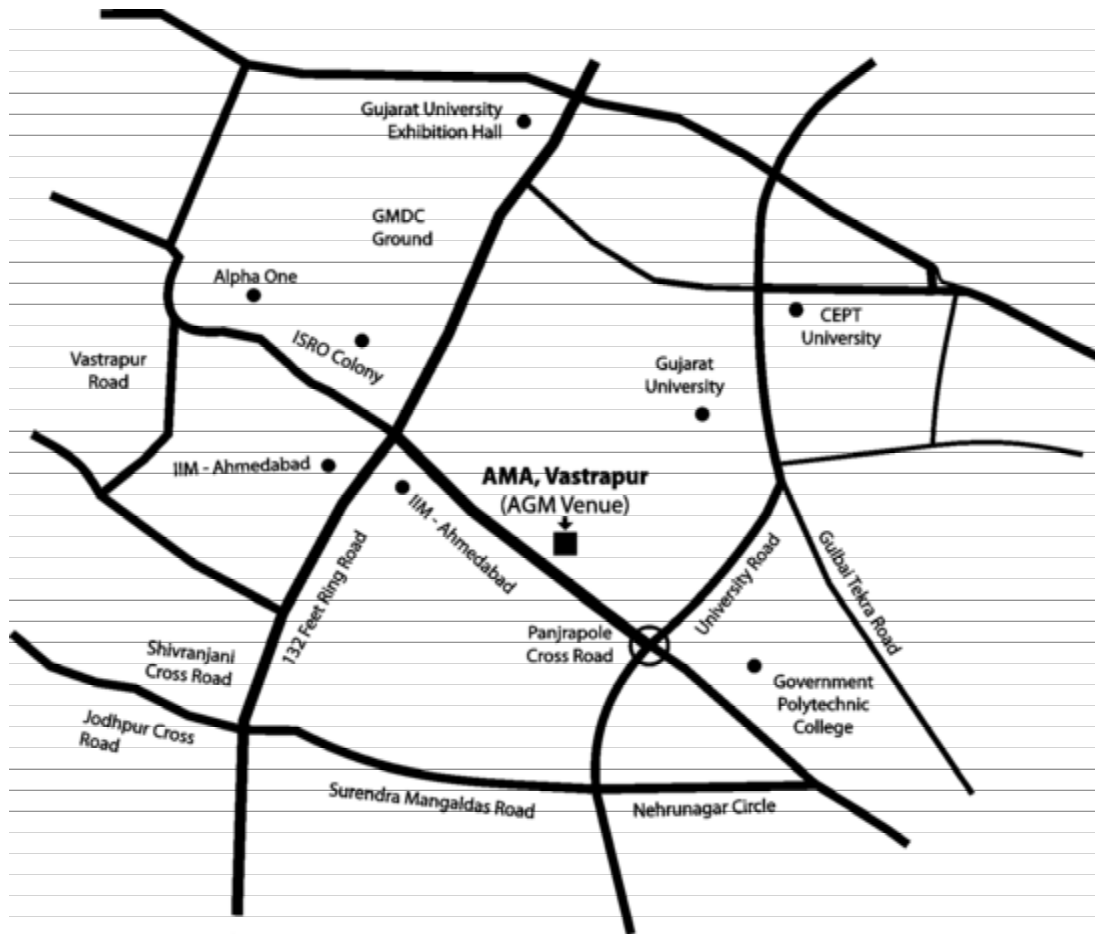
Signature of Member/Proxy

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.