



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 20th Annual General Meeting of the Members of ASTRAL POLY TECHNIK LIMITED will be held on Thursday, the 8th day of September, 2016 at 10 a.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, 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, 2016, 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, 2016, together with the report of the Auditors thereon.
2. To confirm the payment of 1st Interim Dividend and 2nd Interim Dividend on Equity Shares declared by the Board of Directors.
3. To consider re-appointment of Mr. Kyle A. Thompson (DIN : 00254002), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors 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 in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the resolution passed by the members at the Eighteenth Annual General Meeting held on 25th August, 2014, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117365W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting, be and is hereby ratified at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Auditors."

SPECIAL BUSINESS:

5. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2017 and in this regard, to consider and if thought fit, to pass 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), the

Cost Auditors appointed 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, 2017, 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."

By Order of the Board of Directors

Date : 27th May, 2016
Place : Ahmedabad

Sandeep P. Engineer
Managing Director

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

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 LOGGED/ 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 representatives 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 Saturdays, 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 September, 2016 to 8th September, 2016 (Both days inclusive)** for the purpose of Annual General Meeting.
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 2008-09 is due for transfer in August, 2016. 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 of 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 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

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 September, 2016 (9.00 a.m.) and ends on 7th September, 2016 (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 September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refere serial no. printed on the name and address sticker/mail) in the PAN field.• In case the sequence 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 (v)</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Astral Poly Technik Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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 the website <https://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.
- (xxi) 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 the 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 September, 2016**, 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. Kyle A. Thompson (Director seeking re-appointment) is as under:

Mr. Kyle A. Thompson (DIN: 00254002) aged 54 years is a Non-Executive Director in the Company. He holds a degree in Associates in Electronics from the Devry Institute of Technology, USA. He has over 30 years of work experience. He was the Director in Thompson Plastics Inc., a CPVC Manufacturing Company situated at USA. He has been a Director of the Company since 1st December, 1997. He does not hold any shares of the Company. He has not drawn any remuneration from the Company in the previous financial year and no remuneration is proposed to be paid to him in current financial year. Further, he is not the director of any other Company. He was member of Nomination and Remuneration Committee of the Company till 11.08.2015. The details of the attendance in the Board / Committee meeting are provided in the Corporate Governance Report. 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. 5

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, 2017 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. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2017.

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. 5 of the Notice for approval by the members.

By Order of the Board of Directors

Date : 27th May, 2016

Place : Ahmedabad

Sandeep P. Engineer
Managing Director

Regd. Office:

"ASTRAL HOUSE", 207/1, B/h Rajpath Club,

Off. S.G. Highway, Ahmedabad – 380059

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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 20th Annual General Meeting of the Company, to be held on Thursday, the 8th day of September, 2016 at 10 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:
 - (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, 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, 2016, together with the report of the Auditors thereon.
2. To confirm the payment of 1st Interim Dividend and 2nd Interim Dividend on Equity Shares declared by the Board of Directors.
3. To consider re-appointment of Mr. Kyle A. Thompson (DIN : 00254002), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration.
5. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2017.

Signed this _____ day of _____ 2016

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.
- ii. Proxy holder may vote either "FOR" or "AGAINST" each resolution.



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CIN : L25200GJ1996PLC029134

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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 20th Annual General Meeting of Astral Poly Technik Limited held on Thursday, 8th September, 2016 at 10 a.m. at H T Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat.

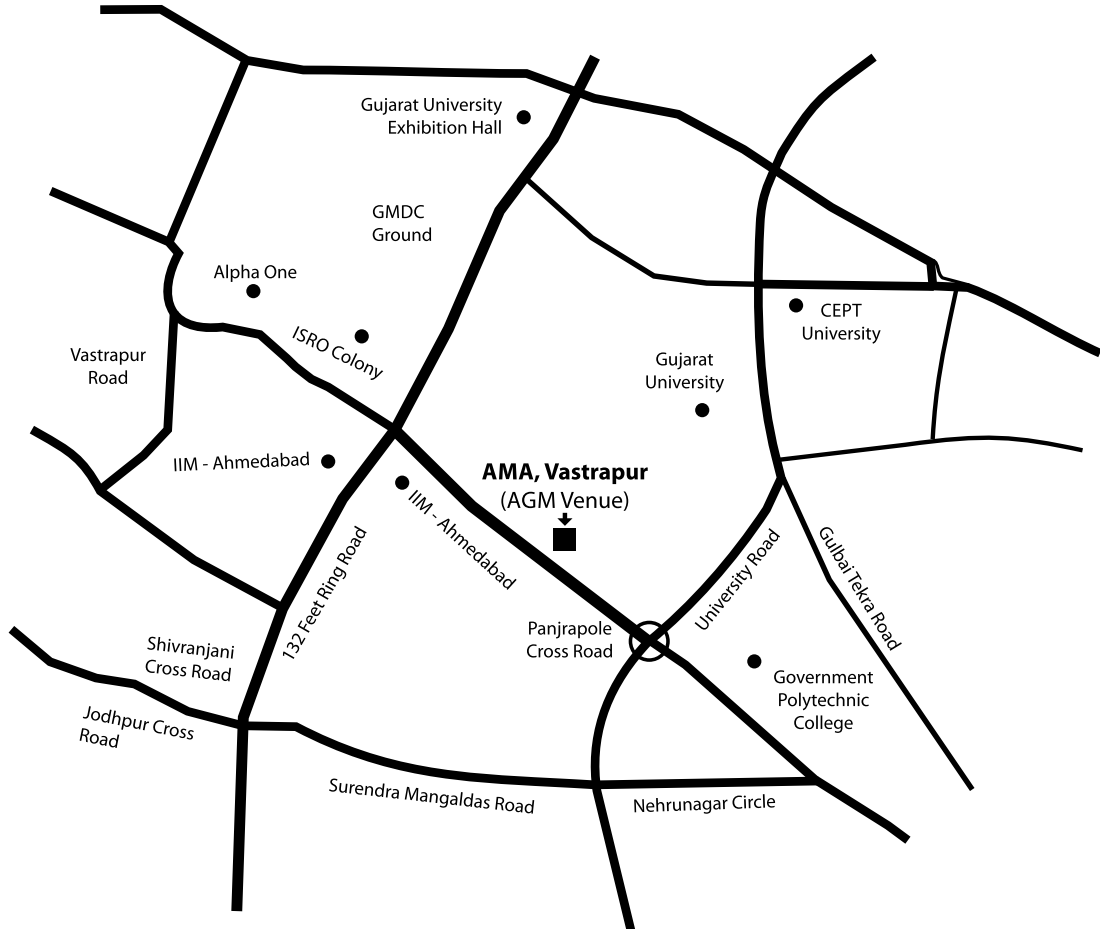
Signature of Member/Proxy

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

HT Parekh Hall, Ahmedabad Management Association,
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat



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