



ASSAM PETRO-CHEMICALS LIMITED

(A Government. of Assam Undertaking)

Registered Office : 4th Floor, Orion Place, Bhangagarh, Mahapurush Srimanta Sankardev Path, Guwahati - 781 005

Telefax : 0361-2461470 / 2461471 | CIN : U24116AS1971SGC001339

E-mail : aplguw@bsnl.in | www.assampetrochemicals.co.in

Notice is hereby given that an Extraordinary General Meeting of the Members of Assam Petro-Chemicals Limited will be held on Monday, the 21st May, 2018 at 11:30 AM at Hotel Grand Starline, Mahapurush Srimanta Sankardev Path (formerly G. S. Road), Christian Basti, Guwahati-781 005 (Opposite of the Registered Office of Assam Petro-Chemicals Ltd.) to transact the following business :-

SPECIAL BUSINESS

Item No 1. Issue of Bonus Shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass, with or without modification, the following resolutions as an ordinary resolution.

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Article 142 of Articles of Association of the Company and subject to the consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize a sum of Rs. 41,03,97,615.00 out of General Reserves, Capital Redemption Reserve and/or such other account for distribution among the holders of existing fully paid equity shares of Rs 10 each of the Company, whose name will appear in the Register of Member/Beneficiary Owners position of the Company on such date as may be decided by the Board of Directors (which expression shall also include a committee thereof authorized by the Board of directors) fixed in this regard, in the ratio of 9 (Nine) Equity Shares of Rs. 10/- each for every 2 (Two) Equity Shares of Rs. 10/- each held.

RESOLVED FURTHER THAT the Bonus Shares of Rs. 10/- each so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board or Committee authorized by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

RESOLVED FURTHER THAT the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Director (hereinafter referred to as 'Board' which term shall include a Committee thereof authorized for the purpose) the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board/Committee authorised by the Board in its discretion thinks fit and proper.”

By order of the Board of Directors
of Assam Petro-Chemicals Limited

Date : April 24, 2018

Place : Guwahati

Sd/-
(Uttam Bailing)
Company Secretary

Notes :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business at the meeting, is annexed hereto.
2. **A Member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the Company.** The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. The member/proxy should bring duly filled and signed attendance slip. Corporate Member(s) intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
 4. Members holding shares in physical form are requested to notify immediately Change of Address, Bank Account etc., if any, quoting their Folio Number to M/s CB Management Services Private Limited, P-22, Bondel Road Kolkata - 700 019, (Tel No. : 033-4011-6700, Fax No. : 033-4011-6739, Email : rta@cbmsl.com, Website : www.cbmsl.com) to ensure prompt receipt of communications and other corporate actions. Similarly, members holding shares in Electronic/Demat form are requested to notify any change of address and change of bank account to their respective Depository Participant (DP) with whom the Demat account is maintained as the Company is obliged to use only the data provided by NSDL/CDSL.
 5. Members are requested to write their folio number in the attendance slip for attending meeting.
 6. The Notice of the Meeting, Circulated to the members of the Company is available on the Company's Website i.e www.assampetrochemicals.co.in.
 7. All concerned documents can be inspected on any working day between 2.00 P.M. and 4.00 P.M. at the Registered Office of the Company prior to the Extraordinary General Meeting. Such documents will be available at the time of the meeting also.
 8. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the date of the Meeting.

By order of the Board of Directors
of Assam Petro-Chemicals Limited

Date : April 24, 2018
Place : Guwahati

Sd/-
(Uttam Bailing)
Company Secretary

ANNEXURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company is setting up a 500TPD Methanol and 200 TPD Formalin plant with an estimated project cost of Rs. 1337 Crores with equity participation of Government of Assam, Oil India Limited and Assam Gas Company Limited. The main promoter of the Company is Assam Industrial Development Corporation Limited (AIDC) which holds approximately 99% of the capital of the company. Our promoters and the existing shareholders have always been our support and our guide. Therefore, in order to reward the existing shareholders including AIDC, the Company proposes issuance of bonus shares to existing shareholders. The net reserve and surplus as per Audited Financial Statements as on March 31, 2017 stands at Rs. 48,81,99,016.00 and it is proposed that out of the said reserve a capitalization of reserves be done by issue of bonus shares to the existing members of the company. This will also help in AIDC continue to hold the Company as Promoter even after raising of Capital from other sources.

As per the provision of Articles 142 of the Articles of Association, the Company may resolve to capitalize any undivided profits of the Company standing to the credit of the Share Premium Account/Capital Redemption Reserve Account/the Reserve fund or other funds of the Company available for this purpose. The Company as on March 31, 2017 has net reserve and surplus of Rs 48,81,99,016.00 so the company decides to capitalize the reserves by issue of bonus shares to the existing members of the company.

The Board of Directors at their Meeting held on April 24, 2018 have recommended the issue of bonus shares subject to the approval of the shareholders worth Rs. 41,03,97,615.00 crore in the ratio of 9 (Nine) equity shares of Rs. 10/- each for every 2 (Two) equity shares of Rs. 10.00 each held by members. Consequently, the paid up equity share capital of the Company would increase to Rs. 50,15,97,085.00 consisting of 5,01,59,708 equity shares of Rs. 10/- each.

The Proposed Issue of Bonus Shares will be made in line with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles 142 of the Articles of Association of the Company. The approval of shareholders is required to issue Bonus Share as per section 163(2)(b) of the Companies Act, 2013.

Further, it is proposed to authorize the Board of Directors/Committee of the Board of the Company or any officer(s) authorized by the Board to complete all the regulatory formalities in connection with the issue of Bonus Shares.

The Board therefore recommends the Ordinary Resolution set out at Item No. 1 to the shareholders for their approval.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors
of Assam Petro-Chemicals Limited

Date : April 24, 2018
Place : Guwahati

Sd/-
(Uttam Bailing)
Company Secretary



ASSAM PETRO-CHEMICALS LIMITED

ATTENDANCE SLIP

(A Government. of Assam Undertaking)

Registered Office : 4th Floor, Orion Place, Bhangagarh, Mahapurush Srimanta Sankardev Path, Guwahati - 781 005

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Name(s) of Share holder/Joint holder :
(in block letters)

Address of the Shareholder :

DP ID / Client ID/ Folio Number :

Number of shares held :

Name of the proxy :
(in Block Letters)

I hereby record my/our presence at the Extraordinary General Meeting of the company held on Monday, 21st May, 2018 at 11:30 AM at Hotel Grand Starline, Mahapurush Srimanta Sankardev Path (formerly G. S. Road), Christian Basti, Guwahati-781 005 (Opposite of the Registered Office of Assam Petro-Chemicals Ltd.).

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Signature of the shareholder/proxy

Note : Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand over it at the Attendance Verification Counter set up at the venue of the meeting.



ASSAM PETRO-CHEMICALS LIMITED

PROXY FORM

(A Government. of Assam Undertaking)

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[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 Number/DP ID/Client ID :

I/We, being the member(s) of shares of Assam Petro-Chemicals Limited, hereby appoint.

- Name : E-mail id :
Address :
Signature : On failing him/her
- Name : E-mail id :
Address :
Signature : On failing him/her
- Name : E-mail id :
Address :
Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extraordinary General Meeting of Assam Petro-Chemicals Limited, to be held on Monday, 21st May, 2018 at 11:30 AM at Hotel Grand Starline, Mahapurush Srimanta Sankardev Path (formerly G. S. Road), Christian Basti, Guwahati-781 005 (Opposite of the Registered Office of Assam Petro-Chemicals Ltd.) and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolution	Optional	
		For	Against
Special Business :			
1.	Issue of Bonus Shares by way of Capitalization of Reserves		

Signed this day of 2018.

Signature of the Shareholder

Stamp
Re. 1/-

Note : 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.