



Quality Assured Company
ISO-9001:2000



ANNUAL REPORT 2019-2020

PASUPATI ACRYLON LIMITED

BOARD OF DIRECTORS

Managing Director

Mr. Vineet Jain

Directors

Mr. D. K. Kapila – Independent Director

Mr. S.C. Malik – Independent Director

Mr. S. Sathyamoorthy – Independent Director

Mrs. Kamlesh Gupta – Independent Director

Mr. Satya Prakash Gupta (Director Operations)

Chief Financial Officer

Mr. Satish Kumar Bansal

Company Secretary

Mr. Bharat Kapoor

Auditors

M/s. Suresh Kumar Mittal & Co.

Chartered Accountants

New Delhi

Bankers

Allahabad Bank

State Bank of India

UCO Bank

Bank of Maharashtra

Bank of Baroda

Canara Bank

Regd. Office & Works

Thakurdwara

Kashipur Road

Distt. Moradabad (U.P.)- 244 601

Ph: 0591-2241352-55, 2241263

Fax: 0591-2241262

Email: works@pasupatiacrylon.com

Corporate Office

M-14, Connaught Circus,

(Middle Circle)

New Delhi-110 001

Ph : 011-47627400

Fax : 011-47627497

Email: delhi@pasupatiacrylon.com

Registrar & Share Transfer Agents

MCS Share Transfer Agent Ltd.

F-65, Okhla Industrial Area

Phase-I, New Delhi-110 020

Ph: 011-41406149 Fax: 011-41406148

Email: helpdeskdelhi@mcsregistrars.com

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NOTICE



Notice is hereby given that the 37th Annual General Meeting of the Shareholders of Pasupati Acrylon Limited will be held on Tuesday, the 29th day of September 2020 at 10:00 A.M. via Video Conferencing (VC) / Other Audio Visual Means (OAVM), and the Company will conduct the meeting from its Registered Office *i.e.* Village Thakurdwara, Kashipur Road, Distt. Moradabad (U.P.), which shall be deemed to be the venue of the meeting, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company together with Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vineet Jain (DIN-00107149), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Subhash Chandra Malik (DIN 00107170) as an Independent Director of the Company for a second term of five years.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the said Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Subhash Chandra Malik (DIN-00107170), Independent Director of the Company, who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from the date of this Annual General Meeting upto the conclusion of 42nd Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution."

4. **Re-appointment of Mr. Deveshwer Kumar Kapila (DIN 00179060) as an Independent Director for a second term of five years.**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the said Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Deveshwer Kumar Kapila (DIN-00179060), Independent Director of the Company, who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from the date of this Annual General Meeting upto the conclusion of 42nd Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution."

5. **Appointment of Mrs. Kamlesh Gupta (DIN 07243898) as an Independent Director of the Company to fill the casual vacancy caused by the death of Late Smt. Remmy Jain.**

To consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of SEBI (Listing Obligation & Disclosure Requirement) 2015, as amended, Mrs. Kamlesh Gupta (DIN-07243898), who was appointed by the Board of Directors of the Company

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to fill in the casual vacancy caused due to sad demise of Late Smt. Remmy Jain and who holds office upto the date of this Annual General Meeting in terms of Section 161(4) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office upto the date which Late Smt. Remmy Jain would have held office if her office of directorship had not been vacated due to her death *i.e.* till 12th November, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution.”

6. Ratification of remuneration of Cost Auditors

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration amounting to Rs. 45,000/- (Rupees Forty Five Thousands Only) plus applicable taxes and out of pocket expenses, if any, payable to Mr. Satnam Singh Saggi, Cost Accountant, (Membership No.M-10555), who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, be and is hereby ratified and confirmed.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution.”

By order of the Board
For PASUPATI ACRYLON LIMITED

Bharat Kapoor
Company Secretary
ACS-54267

Place : New Delhi
Dated : 27th July, 2020
Registered Office
Village Thakurdwara, Kashipur Road
Distt. Moradabad, Uttar Pradesh

Notes:

1. In view of current situation of COVID-19 pandemic, social distancing is a norm to be followed and therefore, Ministry of Corporate Affairs has, vide its Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Shareholders at a common venue. Accordingly, in terms of the aforesaid MCA Circulars, the 37th Annual General Meeting (AGM) of the Shareholders of the Company is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Shareholders can attend and participate in the AGM through VC/OAVM.
2. Since the AGM is being held through VC/OAVM, physical attendance of the Shareholders has been dispensed with. Accordingly, in line with the said MCA Circulars read with SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (“SEBI Circular”) the facility for appointment of proxies by the Shareholders will not be available for this AGM and hence, the Proxy Form and Attendance Slips including Route Map are not annexed to the notice.
3. Shareholders can join the 37th AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting. The facility of participation at the AGM is restricted upto 1000 Shareholders on “first come first serve” basis. However, the participation of Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee and Stakeholders Relationship Committee, Auditors etc. is not restricted on first come first serve basis.
4. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM Facility and e-Voting during the 37th AGM.
5. Explanatory Statement setting out all material facts regarding Special Business contained in Item Nos. 3 to 6, as required under Section 102 (1) of the Companies Act, 2013, is annexed hereto.

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6. Brief details of Directors proposed to be appointed/re-appointed/continued as Director as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings, are furnished in “Annexure-1” to this Notice.
7. The Register of Shareholders and Share Transfer Books of the Company will remain closed from **Wednesday, the 23rd September, 2020 to Tuesday, the 29th September, 2020 (both days inclusive)** for the purpose of this Annual General Meeting.
8. In view of resultant difficulties involved in dispatching of physical copies of the Annual Report due to COVID-19 pandemic and in line with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 37th AGM alongwith Annual Report for the financial year 2019-20 are being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / Depository Participant(s)/RTA. Notice of 37th AGM and Annual Report for the financial year 2019-20 will also be available on the Company’s website www.pasupatiacrylon.com, website of BSE Limited www.bseindia.com and website of CDSL www.evotingindia.com.
9. Shareholders holding shares physically, who have not registered their email address with the Company, can get the same registered with the Company by sending an email to palsecretarial@gmail.com mentioning the Folio No., name and address along with scanned copy of the share certificate (front/ back), self-attested copy of the PAN card, and self-attested copy of any document in support of the address of the Shareholder. Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
10. A person, whose name is recorded in the register of Shareholders or in the register of beneficial owners maintained by the depositories as on the cut-off date **i.e. 22nd September, 2020** shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
11. Investors who become shareholders of the Company subsequent to the mail of the Notice and holds the shares as on the cut-off date i.e. 22nd September, 2020, are requested to write to the Company at palsecretarial@gmail.com and to the RTA at helpdeskdelhi@mcsregistrars.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
12. Voting rights of the Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2020.
13. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Institutional/Corporate Shareholders intending to allow their authorized representatives to attend the AGM through VC/OAVM are requested to send, at palsecretarial@gmail.com or helpdeskdelhi@mcsregistrars.com, before e-voting/attending AGM, a certified copy of its Board/governing body Resolution/Authorization etc. authorizing their representative to attend and vote on their behalf at the Meeting.
15. In case of joint holders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote electronically during the AGM.
16. Register of Directors and Key Managerial Personnel & their shareholding and Register of Contracts or Arrangements and all other documents referred in the accompanying notice will be available for inspection in electronic mode. Shareholders can inspect the same by sending an email to palsecretarial@gmail.com.
17. Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1st April 2019. Shareholders are advised to convert their physical holdings into demat form to avail various benefits of dematerialization.
18. SEBI has mandated registration of Permanent Account Number (PAN) and bank account details for all securities holders. Shareholders holding shares in physical form are requested to submit their PAN and Bank Account details and intimate any change of address to company or its RTA. Members holding shares in electronic form are requested to submit the aforesaid information to their respective Depository Participant.
19. M/s Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No.500063N) have been appointed as Statutory Auditors of the Company at the AGM held on September 27, 2017 to hold office for a period of 5 years till the conclusion of the 39th AGM subject to the ratification of their appointment by the Shareholders at every AGM. In terms of Section 139 of the Act as amended by the Companies (Amendment) Act, 2017, appointment of Auditors is not required to be ratified at every AGM w.e.f May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at 37th AGM. The Auditors have confirmed that they continue to fulfil the criteria for appointment as Auditor of the Company as prescribed under the Act and the Rules framed there under.

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20. The Company has appointed M/s. S.K. Hota & Associates, Practicing Company Secretaries (Membership No.16165, Certificate No.6425) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
21. The scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter, shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall submit a consolidated report of the total votes cast in favour or against, not later than 48 hours of the conclusion of AGM, to the Managing Director or a person authorized by him.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pasupatiacrylon.com and on the website of CDSL www.evotingindia.com. The Company shall simultaneously submit the results to BSE Limited.
23. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid MCA Circulars, the Company is providing the facility of remote e-voting to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM")
24. **The instructions for shareholders for remote e-voting are as under:**
 - (i) The remote e-voting period begins on 26th September, 2020 (10:00 AM) and ends on 28th September, 2020 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2020 may cast their vote electronically. The remote 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" module.
 - (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. Shareholders 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> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence No. / Folio No. in the PAN field.</p>
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> <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 (v).

- (ix) After entering these details appropriately, click on "**SUBMIT**" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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

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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 Shareholders 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 “**Pasupati Acrylon Limited**” on which you choose to vote.
 - (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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
25. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email at palsecretarial@gmail.com.
 - ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) at palsecretarial@gmail.com.
 - iii. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
26. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at palsecretarial@gmail.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at palsecretarial@gmail.com . These queries will be replied to by the company suitably by email.

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- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - vii. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- 27. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**
- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 28. Note for Non – Individual Shareholders and Custodians**
- i. 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.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
 - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs_sushant@yahoo.co.in and to the Company at the email address viz: palsecretarial@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
29. In case you have any queries or issues regarding attending AGM or 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, Phone : 1800225533 or contact Mr. Rakesh Dalvi (022-23058542)..
30. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

ITEM NO. 3 & 4

The shareholders of the Company at their 32nd Annual General Meeting held on 30th September, 2015, had appointed Mr. Subhash Chandra Malik (DIN: 00107170) and Mr. Deveshwer Kumar Kapila (DIN: 00179060) as Independent Directors of the Company for a period of five consecutive years upto the conclusion of this Annual General Meeting.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but can be reappointed for a second term of upto five consecutive years by obtaining approval of the shareholders by way of Special Resolution and on disclosure of such reappointment in the Board’s Report. Schedule IV of the Act

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provides for performance evaluation by the Board before extending the term of Independent Director.

Considering the vast experience, knowledge and the possession of relevant expertise by Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila and their performance evaluation based on their contribution to the Board, the Board of Directors and Nomination & Remuneration Committee are of the opinion that their continued association would be of immense benefit to the Company. Accordingly, Board of Directors at their meeting held on 27th July, 2020 approved the re-appointment of Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila as Independent Directors of the Company for a further period of five consecutive years with effect from the end of their respective terms of present appointment, subject to the approval of shareholders through Special Resolution.

Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila have given their declarations to the Board that, they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that they are not disqualified from being re-appointed under Section 164(2) of the Act and have given their consent to act as directors. Based on the aforesaid declarations/disclosures received from Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila, Board is of the opinion that Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila fulfil the conditions, as provided in the Act and the Rules made thereunder, for their re-appointment as Independent Directors of the Company and they are independent of the management.

Accordingly, it is proposed to re-appoint Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila as Independent Directors for a period of 5 consecutive years from the date of this Annual General Meeting up to the conclusion of 42nd Annual General Meeting in terms of Section 149 and 152 of the Act and read with rules made thereunder and Schedule IV of the Act.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders through electronic mode during business hours. Shareholders may write to the Company at palsecretarial@gmail.com in that regard.

Brief details of Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila as required under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and the Secretarial Standards on General Meetings, are furnished in Annexure – I to this Notice.

Mr. Subhash Chandra Malik and Mr. Deveshwer Kumar Kapila being appointees or their relatives to the extent of their shareholding, may be deemed to be interested in their respective re-appointment. Save and except above, none of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolutions.

The Board recommends the Special Resolutions set out at Items No. 3 & 4 of the accompanying Notice for the approval of the Shareholders of the Company.

ITEM NO. 5

The Board of directors of the Company express their deep condolences at the untimely and sad demise of Smt. Remmy Jain, Independent Director of the Company on 29th February, 2020. The Board of Directors placed on record a deep appreciation for the valuable services rendered by Late Smt. Remmy Jain during her tenure as a Director of the Company.

In 36th Annual General Meeting held on 27th September, 2019, Smt. Remmy Jain was appointed as Independent Director of the Company for a period of 5 consecutive years effective from 13th November, 2018 and due to her sad demise, her office of Independent Woman Director became vacant before the expiry of her term of Directorship. Therefore, pursuant to Section 161(4) of the Companies Act, 2013, ("Act") read with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company ("Board") had at its meeting held on 27th July, 2020 appointed Mrs. Kamlesh Gupta (DIN 07243898) as an Independent Director of the Company with w.e.f 27th July, 2020, to fill the casual vacancy caused by the death of Late Smt. Remmy Jain. In terms of the provisions of Section 161(4) of the Act, the appointment of Mrs. Kamlesh Gupta is subsequently required to be approved by the shareholders in this Annual General Meeting and Mrs. Kamlesh Gupta shall hold office only up to which Late Smt. Remmy Jain would have held office if the casual vacancy had not been vacated.

Mrs. Kamlesh Gupta has given her declarations to the Board that, she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that she is not disqualified from being appointed under Section 164(2) of the Act and has given her consent to act as director. Based on the aforesaid declarations/disclosures received from Mrs. Kamlesh Gupta, Board is of the opinion that Mrs. Kamlesh Gupta fulfils the conditions, as provided in the Act and the Rules made thereunder, for her appointment as Independent Directors of the Company and she is independent of the management.

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge

NOTICE (Contd.)



and the possession of relevant expertise by Mrs. Kamlesh Gupta, her appointment would be of immense benefit to the Company.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders through electronic mode during business hours. Shareholders may write to the Company at palsecretarial@gmail.com in that regard.

Mrs. Kamlesh Gupta being appointee or her relatives, to the extent of their shareholding, may be deemed to be interested in her appointment. Save and except above, none of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolutions.

The Board recommends the Ordinary Resolutions set out at Items No. 5 of the accompanying Notice for the approval of the Shareholders of the Company.

ITEM NO. 6

The Board of Directors of the Company at its meeting held on 27th July, 2020, based on the recommendation of the Audit Committee, approved the appointment of Mr. Satnam Singh Saggu, Cost Accountant (Membership No. M-10555) as Cost Auditor to the Company to conduct audit of cost accounting records for the financial year ending on 31st March, 2021 at a remuneration of Rs. 45,000/- (Rupees Fifty Thousand Only) exclusive of applicable taxes and reimbursement of out of pocket expenses, if any, incurred in connection with the cost audit.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration as approved by the Board of Directors of the Company, is required to be subsequently ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 6 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2021.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set forth in Item No. 6 of the accompanying Notice for the approval of the Shareholders of the Company.

By order of the Board
For PASUPATI ACRYLON LIMITED

Place : New Delhi
Dated : 27th July, 2020
Registered Office
Village Thakurdwara, Kashipur Road
Distt. Moradabad, Uttar Pradesh

Bharat Kapoor
Company Secretary
ACS-54267