

# PAOS INDUSTRIES LTD.

CIN:L24100PB1990PLC049032

Registered Office: Village Pawa, G.T. Road, Near Civil Airport, Ludhiana-141 120 (Pb)

15.06.2024

To

**Corporate Relationship Department  
BSE Limited  
Floor 25, Feroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001  
Phone:022-22721233-34**

**Scrips Code: 530291                      ISIN: INE791C01012**

**Sub: Notice Convening 34<sup>th</sup> Annual General Meeting, Intimation of Book Closure, Cut-off Date, E-Voting Information.**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that 34<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Tuesday, July 9, 2024 at 10:00 a.m. at the Registered Office of the Company situated at Village Pawa, G.T. Road, Near Civil Airport, Ludhiana -141 120, Punjab, India. The Notice of the 34<sup>th</sup> AGM of the Company is enclosed herewith and also available on the website of the company at [www.paosindustries.in](http://www.paosindustries.in)

Further, pursuant to provisions of Section 91 of the Companies Act, 2013 and the rules framed there under and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 03, 2024 to Tuesday, July 09, 2024 (both days inclusive) for the purpose of 34<sup>th</sup> Annual General Meeting (AGM) of the Company.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing the remote e-voting facility to its Members holding Shares in either Physical and Dematerialized form in respect of businesses to be transacted at the 34<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, 09<sup>th</sup> July 2024 at 10:00 A.M.

The Company has fixed Tuesday, 02<sup>nd</sup> day of July, 2024, as the cut-off date for determining the members entitled to vote through remote e-voting facility or through ballot paper at the AGM. The same cut-off date would also ascertain the members, who do not cast their vote electronically and wish to cast their vote physically at the ensuing AGM, The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

Ph:+91-161-522-0000 Email: [paosindustriesltd@gmail.com](mailto:paosindustriesltd@gmail.com), [rajagromills@gmail.com](mailto:rajagromills@gmail.com)

Website: [www.paosindustries.in](http://www.paosindustries.in)

# **PAOS INDUSTRIES LTD.**

**CIN:L24100PB1990PLC049032**

**Registered Office: Village Pawa, G.T. Road, Near Civil Airport, Ludhiana-141 120 (Pb)**

The e-voting schedule is as under:-

Commencement of E-Voting	06 <sup>th</sup> July, 2024 (9.00 a.m.), Saturday
End of E-Voting	08 <sup>th</sup> July, 2024 (5.00 p.m.), Monday

Kindly note and display the notice on your notice board for the information of the members of your exchange and general Public.

**Thanking You,  
Yours Faithfully,**

**For PAOS Industries Ltd**

**Daljeet Singh  
Company Secretary & Compliance Officer**

# PAOS INDUSTRIES LIMITED Annual Report 2024

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## **NOTICE**

**NOTICE** is hereby given that the **34<sup>th</sup> Annual General Meeting** of the Members of **PAOS INDUSTRIES LIMITED** will be held on **Tuesday, the 09<sup>th</sup> day of July, 2024 at 10.00 a.m.** at the Registered Office of the Company at **Village Pawa, G.T. Road, Near Civil Airport, Ludhiana-141 120 (Pb)** for transacting the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the reports of Board of Directors and Auditors thereon.
2. To appoint Sh. Sanjeev Bansal (00057485) as a Director who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESSES:**

3. **Re-appointment of Sh. Sanjeev Bansal (DIN 00057485) as Managing Director.**

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

**RESOLVED UNANIMOUSLY** THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules framed under the Act (including any statutory modifications or re-enactment thereof for the time being in force), as may be necessary, if any, the approval of Company be and is hereby accorded to the re-appointment of Sh. Sanjeev Bansal (DIN:00057485) as Managing Director of the Company at a remuneration within the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 for a period of five years with effect from 15.09.2024, on the terms and conditions including remuneration as approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby further authorized to subsequently alter, amend, vary the terms and conditions of said re-appointment and/or remuneration in such manner as the Board in its discretion deem fit and as may be acceptable to Sh. Sanjeev Bansal, provided such alterations are within the limits specified in Schedule V to the Companies Act, 2013 for the time being in force or any statutory modifications or re-enactment and/or the rules or regulations promulgated there-under without again referring the same to the General Meeting.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby further authorized to do all such acts, deeds, matters and things as in its absolute discretion as it may consider necessary, proper or expedient in the interest of the company.

4. **Approval of Related Party Transaction for purchase or acquire of undertaking from M/s National Soap Mills (being the related party within the meaning of the Act read with Listing Regulations), on slump sale basis.**

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

**“RESOLVED THAT** after receiving the recommendation of audit committee pursuant to Section 177 of Companies Act, 2013 (herein after referred to as the “Act”) read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and pursuant to Section 188 and other applicable provisions, if any of the Act and relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Regulation 23 of Listing Regulations, and other applicable provisions of the Listing Regulations, as amended from time to time, enabling provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) for purchase or acquire of undertaking from M/s National Soap Mills (being the related party within the meaning of the Act read with Listing Regulations), on slump sale basis situated at Village Pawa, G.T.

# PAOS INDUSTRIES LIMITED Annual Report 2024

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Road, Near Civil Airport, Ludhiana-141120 for such consideration and terms & conditions as detailed in the Explanatory Statement.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to:

- (i) finalize the terms and conditions for the Agreement to be entered and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company,
- (ii) execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution."

**5. To issue unsecured unlisted redeemable non-convertible debentures of the company on private placement basis.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 102, 114 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to issue Unsecured, Unlisted Redeemable 8% Non-Convertible Debentures ("NCD") for an aggregate **amount not exceeding of Rs.20.00 Crores (Rupees Twenty Crores Only)** on private placement basis in such form, manner, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) in its absolute discretion as may deem fit and proper.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to:

- (i) finalize the detailed terms and conditions of the issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, redemption premium, etc with regard in relation to the NCD;
- (ii) execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution."

**6. To Enter Lease Agreement with Related Party Namely National Soap Mills.**

**To consider and, if thought fit, to pass the following resolution as special resolution:**

**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority / regulatory authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by these authorities, the consent and approval of the members of the company be and is hereby accorded to the Board of Directors to enter into a lease contract(s)/ arrangement (s)/ agreement(s) with National Soap Mills, a related party within the meaning of the aforesaid law on such terms and conditions as may be mutually agreed upon and deem fit by the Board of Directors of the Company for taking on lease the land and building/property situated at **Village Pawa, G.T. Road, Near Civil Airport, Ludhiana-141 120** owned and possessed by National Soap Mills provided however that contract(s)/

# PAOS INDUSTRIES LIMITED Annual Report 2024

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transaction(s) to be carried out at any future date(s) shall at all times be on arm's length basis and in the ordinary course of the business.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle lease rental(s), terms of lease and license, any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an on going basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or reenacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Sh. Sanjeev Bansal, Managing Director and company secretary of the Company be and are hereby severally authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.”

**By Order of Board  
For PAOS Industries Limited  
Sd/-  
(Sanjeev Bansal)  
Managing Director  
DIN- 00057485  
662/2, Premjit Road, Gurdev  
Nagar, Ludhiana-141001**

**Date: 23-05-2024**

**Place: Ludhiana**

## **NOTES:**

- (i)** A member entitled to attend and vote at the annual general meeting (the “MEETING”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. The blank proxy form is enclosed.
- (ii)** 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.
- (iii)** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members 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.
- (iv)** Statement pursuant to section 102 of the Companies Act, 2013 (the ‘Act’) forms part of this Notice.
- (v)** Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and as per provisions of the Act.
- (vi)** SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after 1<sup>st</sup> October 2023 shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to RTA. Forms can be downloaded from the website of the Company at [www.paosindustries.in](http://www.paosindustries.in)

# PAOS INDUSTRIES LIMITED Annual Report 2024

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- (vii) In terms of section 101 and 136 of the Act, read together with the rules made there-under, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective depository participants or with the share transfer agent of the Company. For members who have not registered their e-mail addresses, physical copies are sent in the permitted mode. Members may note that Annual Report 2023-24 and Notice along with proxy form and attendance slip will also be available on the Company's website [www.paosindustries.in](http://www.paosindustries.in) and website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- (viii) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body's Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [rajeevbhambri@gmail.com](mailto:rajeevbhambri@gmail.com).
- (ix) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode. Members are requested to register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
- (x) Securities Exchange Board of India has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.
- (xi) The Company has been maintaining, inter alia, the following statutory registers at its registered office at Village Pawa, G.T. Road, Near Civil Airport, Ludhiana-141 120 (Pb) which are open for inspection by members in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays:

  - i) Register of Contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.
- (xii) Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.
- (xiii) Pursuant to section 72 of the Act read with SEBI Circular dated 3<sup>rd</sup> November 2021, clarification circular dated 14<sup>th</sup> December 2021 and circular dated 16<sup>th</sup> March 2023, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out). The form can be downloaded from the website of the Company at [www.paosindustries.in](http://www.paosindustries.in)
- (xiv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Link Intime India Pvt. Ltd.
- (xv) The register of members and the share transfer book of the company will remain closed from Wednesday, the 3<sup>rd</sup> July, 2024 to Tuesday, 09<sup>th</sup> July, 2024 (both days inclusive).
- (xvi) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- (xvii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.

# PAOS INDUSTRIES LIMITED Annual Report 2024

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- (xviii) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- (xix) M/s Rajeev Bhambri & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- (xx) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on website of company, CDSL and will be communicated to the stock exchanges.
- (xxi) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means.
- (xxii) The Members whose name appears in the Register of Members of the Company as on **02<sup>nd</sup> July, 2024** may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on **06<sup>th</sup> July, 2024 at 09:00 AM and ends on 08<sup>th</sup> July, 2024 at 05:00 PM**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The voting period **begins on Saturday, 06-07-2024 at 9.00 a.m. and ends on Monday, 08-07-2024 at 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 **02-07-2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

# PAOS INDUSTRIES LIMITED Annual Report 2024

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and</li> </ol>

# PAOS INDUSTRIES LIMITED Annual Report 2024

	a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

e. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	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.

# PAOS INDUSTRIES LIMITED Annual Report 2024

OR Date of Birth (DOB)	<ul style="list-style-type: none"><li>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.</li></ul>
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- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. 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 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN (240613006) for the relevant <PAOS Industries Limited> on which you choose to vote.
- j. 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.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. 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.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. 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.
- p. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- q. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily 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 and to the Company at the email address viz; [paosindustriesltd@gmail.com](mailto:paosindustriesltd@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

- 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 to **Company/RTA email id**.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

# PAOS INDUSTRIES LIMITED Annual Report 2024

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 22 55 33.

(xxiii) In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM through Poll. However, members who have voted through remote e-voting will be eligible to attend the AGM, but shall not be entitled to cast their vote again.

(xxiv) **Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the AGM.**

Name of the Director	:	Shri Sanjeev Bansal
Date of Birth	:	02.03.1959
Date of Appointment	:	18.06.1990
DIN	:	00057485
Qualification	:	Graduate
Experience	:	Shri Sanjeev Bansal aged 65 years is a Graduate from Punjab University and has experience of more than 45 years in this industry. In 1978, he joined the family business and in the year 1990, M/s Raj Agro Mills Pvt. Ltd. Was incorporated under the sheer and able guidance of Shri Sanjeev Bansal. He is a worldly traveled man having visited many countries namely Japan, South Korea, Singapore, Malaysia, Taiwan etc. for identification of new technology.
No. of Shares Held in the Company as on 31-03-2024	:	2018150 Equity Shares of Rs.10/- each 145000 Preference Shares of Rs.100/- each
Chairman/Membership of Board Committees of listed companies (including this company) as on 31.03.2024	:	NIL
Directorship held in listed companies (including this company) as on 31.03.2024	:	1
Relationship with other Directors/KMPs	:	Smt. Rama Bansal, Non-Executive Director is spouse of Sh. Sanjeev Bansal. No Relationship with KMPs

**Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses set out in the accompanying Notice;**

**ITEM NO. 3: Re-appointment of Sh. Sanjeev Bansal as Managing Director.**

Keeping in view the value of services being provided by Sh. Sanjeev Bansal to the Company, the Board of Directors in its meeting held on 23<sup>rd</sup> May, 2024 has re-appointed him subject to the approval of shareholders as Managing Director of the company for a further period of five years with effect from 15.09.2024.

The Board on the recommendation of nomination and remuneration committee has re-appointed him as Managing Director subject to the approval of the members of the company for a further period of 5 years with effect from

# PAOS INDUSTRIES LIMITED Annual Report 2024

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15.09.2024 (15<sup>th</sup> day of September, 2024) on the terms and at a remuneration within the limits as may be prescribed in Section 197 read with Schedule V of the Companies Act, 2013 and approved by the Board of Directors.

## MEMORANDUM OF INTEREST

None of the Directors and Key Managerial Personnel of the Company and their relatives except Smt. Rama Bansal being spouse of Sh. Sanjeev Bansal is concerned or interested, financially or otherwise, in the resolution. Also Sh. Sanjeev Bansal being member of the company may be deemed as having concern or interest in the resolution. The Board recommends the Resolution set forth in Item no. 3 for the kind consideration and approval of members.

## Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the AGM.

Name of the Director	:	Sh. Sanjeev Bansal
Date of Birth	:	02.03.1959
Date of Appointment	:	18.06.1990
DIN	:	00057485
Qualification	:	Graduate
Experience	:	Shri Sanjeev Bansal aged 65 years is a Graduate from Punjab University and has experience of more than 45 years in this industry. In 1978, he joined the family business and in the year 1990, M/s Raj Agro Mills Pvt. Ltd. was incorporated under the sheer and able guidance of Sh. Sanjeev Bansal. He is a worldly traveled man having visited many countries namely Japan, South Korea, Singapore, Malaysia, Taiwan etc. for identification of new technology.
No. of Shares Held in the company	:	2018150 Equity Shares of Rs.10/- each 145000 Preference Shares of Rs.100/- each

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Chairman/Membership of Board Committees of listed companies (including this company) as on 31.03.2024	:	None
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Directorship held in listed companies (including this company) as on 31.03.2024	:	1
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Relationship with other Directors/KMPs	:	Smt. Rama Bansal, Non-Executive Director is spouse of Sh. Sanjeev Bansal. No Relationship with KMPs
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## **ITEM NO.4: Approval of Related Party Transaction for purchase or acquire of undertaking from M/s National Soap Mills (being the related party within the meaning of the Act read with Listing Regulations), on slump sale basis.**

The Board of Directors in its meeting held on 23<sup>rd</sup> May, 2024 (after receiving consent of the Independent Directors in the audit committee meeting) has considered and approved the related party transaction for purchase of an undertaking via slump sale from M/s National Soap Mills, a Partnership Firm in which both Sh. Sanjeev Bansal, Managing Director and Smt. Rama Bansal, Director of the Company are Partners as such M/s National Soap Mills is a related party.

Since in accordance with the provisions of Section 188(1)(b) of the Companies Act, 2013 ("Act") read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing (Obligation and Disclosure) Regulations ("LODR"), the value of the transaction entered into between related parties and the Company exceeds 10% of the net worth of the company and is considered material in accordance with the Regulation

# PAOS INDUSTRIES LIMITED Annual Report 2024

23 of LODR, thus prior approval of members of the company by way of passing an Ordinary resolution, is required before entering into the said transaction.

Said related party transaction has been considered by the audit committee in its meeting held on 23<sup>rd</sup> May 2024 and subsequently by the Board in its meeting held on the same date.

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith:

Name of related party	M/s National Soap Mills
Name of Director or KMP who is related	Sh. Sanjeev Bansal and Smt. Rama Bansal
Nature of relationship	Sh. Sanjeev Bansal, Managing Director and Smt. Rama Bansal, Director of the company being partners in M/s National Soap Mills.
Nature, material terms, monetary value and particulars of the contract or arrangements;	Purchase of Undertaking or Part of Undertaking of M/s National Soap Mills by the Company on Slump Sales Basis.
Any other information relevant or important for the members to take a decision on the proposed resolution	As per industry norms, custom and uses

The transfer of the undertaking shall be effective from the date of execution of the Business Transfer Agreement or such other date as may be decided by the Board in this regard, subject to approval by the members.

None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly Sh. Sanjeev Bansal the Managing Director/Promoter, shall not vote on the resolutions set out at Item No. 4.

Except for Sh. Sanjeev Bansal, Managing Director and his relatives, who being the partner in M/s National Soap Mills, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

## **ITEM NO. 5: To issue unsecured unlisted redeemable non-convertible debentures of the company on private placement basis.**

The Board in its meeting held on 23<sup>rd</sup> May, 2024 (after receiving consent of the Independent Directors in the audit committee meeting held on 23<sup>rd</sup> May, 2024) has considered and approved the related party transaction for purchase of an undertaking via slump sale from M/s National Soap Mills (Sh. Sanjeev Bansal, Managing Director being the related party) and issuance of Non-Convertible Debentures ("NCD") as consideration to M/s National Soap Mills as may be decided by the Board of Directors.

In this regard and in terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly Sh. Sanjeev Bansal the Managing Director/Promoter and Smt. Rama Bansal, Director/Promoter shall not vote on the resolutions set out at Item No .5.

Except for Sh. Sanjeev Bansal, Managing Director and his relatives, who being the partner in M/s national Soap Mills, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

# PAOS INDUSTRIES LIMITED Annual Report 2024

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of the Members.

## **ITEM NO. 6: To Enter Transaction with Related Party Namely National Soap Mills- Lease of Land.**

The Company in its ordinary course of business and at arm's length price intends to take on lease the **land and building/ property situated Hadbast No. 246, Village Pawa, G.T. Road, Near Civil Airport, Ludhiana-141 120**. The ownership, titleregistration and possession of said land and property stands in favour of National Soap Mills, a related party. The saidland is required by the company to carry on manufacturing and commercial activities there-upon.

The Company has noted that M/s National Soap Mills fall under the category of a related party of the Company interms of the provisions of the Companies Act, 2013 and SEBI(LODR). The provisions of the SEBI(LODR) consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidatedturnover of the company as per the last audited financial statements of the company. Further, the regulatoryprovisions require all material related party transactions to be approved by the shareholders through a specialresolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with National Soap Mills whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into lease contract/ arrangement/agreement with National Soap Mills. Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed there-under for the specified transactions with the said firm however the same is being sought as an abundant precautionary measure. All related parties shall abstain from voting on these resolutions.

The relevant information is as follows:-

1.	Name of Related Party	National Soap Mills
2.	Name of Director or KMP who is related	Sh. Sanjeev Bansal and Smt. Rama Bansal
3.	Nature of relationship	Sh. Sanjeev Bansal, Managing Director of the Company and Smt. Rama Bansal, Director of the Company are partners in National Soap Mills.
4.	Monetary value	Lease rental will be as per commercial rates and transaction shall be at arm's length price and will be in the ordinary course of business to support business activities of the company
5.	Nature, material terms and particulars of arrangement	Taking on lease the land situated at Village Pawa, G. T. Road, Ludhiana standing in the name of National Soap Mills
6.	Any advance paid or received for the arrangement, if any	As per industry norms, custom and uses

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 23.05.2024 and have approved the proposed arrangements with the Related Party M/s National Soap Mills and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies ( Meeting of Board and its Powers) Rules , 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Shri Sanjeev Bansal, Managing Director and Smt. Rama Bansal, Director and his relatives who directly hold in aggregate 64.76% equity shares of the Company are concerned or interested in the special resolution at Item No. 6.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board of Directors recommends the above special resolution for your approval.

By Order of Board  
For PAOS Industries Limited  
Sd/-  
(Sanjeev Bansal)  
Managing Director  
DIN- 00057485  
662/2, Premjit Road, Gurdev  
Nagar, Ludhiana-141001

Date: 23-05-2024

Place: Ludhiana

**WE WOULD LIKE TO DRAW SHAREHOLDER'S KIND ATTENTION TO THE FOLLOWING URGENT MATTERS, WHICH REQUIRE THEIR IMMEDIATE ACTION**

**PROCEDURE FOR THOSE SHAREHOLDERS, WHOSE EMAIL ADDRESSES AND/OR BANK DETAILS/MANDATE ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

We urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/update your address, Email id or Bank Mandate\* etc, you can do the same:

**Physical holding:** Please send a duly signed request letter by the shareholder(s), to the Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt Ltd. (Unit: PAOS Industries Limited), Noble Heights, 1st Floor, Plot No-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058, providing Folio No, Name of the shareholder and self-attested copy of PAN & AADHAR card, for registering the e-mail address. Following additional details & documents need to be provided for updating Bank Account details\*:

- a) Name and branch of the Bank in which you wish to receive the dividend\*.
- b) Bank account type.
- c) Bank account number allotted by your Bank, after implementation of Core Banking solutions.
- d) Nine Digit MICR Code Number.
- e) Eleven digit IFSC Code and
- f) A scanned copy of cancelled cheque bearing the name of the first shareholder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)

**Demat holding:** Please contact your Depository Participant (DP) and register your e-mail address and/ or Bank account details\*, in your demat account, as per the process advised by your DP.

**DEMATERIALISATION OF SHARES**

The SEBI vide its circular no. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

**CONSOLIDATION OF MULTIPLE FOLIOS**

The members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of PAN card and Aadhar card to the Registrars and Share Transfer Agent (RTA) of the Company, to enable them to consolidate all such multiple folios into one single folio.

**PERMANENT ACCOUNT NUMBER (PAN)**

The SEBI has mandated submission of Permanent Account Number [PAN] by every participant in the Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form are required to submit their PAN details to RTA.