

STANDARD SURFACTANTS LTD.
8/15, ARYA NAGAR, KANPUR-208 002 - (INDIA)
Tel. : 0512- 2531762 • Fax : 0512- 2548585
E-mail : headoffice@standardsurfactants.com
Website : www.standardsurfactants.com
CIN No. : L24243UP1989PLC010950

08-09-2021

To
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai-400001

Dear Sir,

Sub: Notice of Book Closure and 32nd AGM of the Company
(Re: Scrip Code No. 526231)

This is to inform you that pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), regulations, 2015 and section 91 of the Companies Act, 2013 and the applicable rules, circulars, notifications issued by Ministry of Corporate Affairs , the Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 25th September, 2021 to Thursday 30th September 2021 (both days inclusive) for the purpose of Thirty Second Annual General Meeting of the Company scheduled to be held on Thursday, 30th September, 2021 at 02:30 P. M. at 8/15, Arya Nagar, Kanpur-208002.

Further, Notice of 32nd AGM is attached herewith for your perusal and record.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For **Standard Surfactants Limited**



(Pawan Kumar Garg)

Chairman & Managing Director

DIN-00250836



Works :

24 A & B New Sector, Industrial Area, Mandideep, Bhopal - 462 046 (M.P.)

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NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Standard Surfactants Ltd. will be held on Thursday the 30th September, 2021 at 8/15, Arya Nagar, Kanpur-208002 at 02:30 P.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Auditors and Board of Directors thereon; and
2. To appoint a director in place of Ankur Garg (having DIN No. 00616599) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To Increase Remuneration of Mr. Pawan Kumar Garg, Chairman & Managing Director of the Company

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 recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of section 196, 197, 198, 201 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including rules, notifications and any statutory modifications, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with schedule V of the said Act, and such other approvals, permissions and sanctions of such authorities and agencies as may be required in this regard and subject to the provisions of the articles of associations of the company, consent of the company be and is hereby accorded to the revisions of remuneration of Mr. Pawan Kumar Garg Chairman and Managing Director of the Company on the following terms and conditions effective from 01.01.2021 for a period of 3 years:

Salary:- 1.50 Lacs per month

Housing:- The Managing Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance

Medical Reimbursement:- Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.

Car:- The Company shall provide a car with driver and Mobile to the Whole-time Director and his family. Use of Company's leased Car for his personal and official use. mobile service (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

“RESOLVED FURTHER THAT Mr. Pawan Kumar Garg (DIN No. 00250836) Chairman and Managing Director and Mr. Atul Kumar Garg (DIN No.00250868) Whole time Director of the Company be and are hereby jointly and /or severally authorized to do all such acts, deed and things as may deemed necessary, expedient and desirable to give effect to the above resolution.”

4. To Increase Remuneration of Mr. Atul Kumar Garg, Whole Time Director of the Company

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 recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of section 196, 197, 198, 201 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including rules, notifications and any statutory modifications, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with schedule V of the said Act, and such other approvals, permissions and sanctions of such authorities and agencies as may be required in this regard and subject to the provisions of the articles of associations of the company, consent of the company be and is hereby accorded to the revisions of remuneration of Mr. Atul Kumar Garg, Whole Time Director of the Company on the following terms and conditions effective from 01.01.2021 for a period of 3 years :

Salary:- 1.50 Lacs per month
Housing:- The Whole Time Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance
Medical Reimbursement:- Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.
Car:- The Company shall provide a car with driver and Mobile to the Whole-time Director and his family. Use of Company's leased Car for his personal and official use. mobile service (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

“RESOLVED FURTHER THAT Mr. Pawan Kumar Garg (DIN No. 00250836) Chairman and Managing Director and Mr. Atul Kumar Garg (DIN No.00250868) Whole time Director of the Company be and are hereby jointly and /or severally authorized to do all such acts, deed and things as may deemed necessary, expedient and desirable to give effect to the above resolution.”

5. **To Increase Remuneration of Mr. Ankur Garg, Whole Time Director of the Company**

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 recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of section 196, 197, 198, 201 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including rules, notifications and any statutory modifications, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with schedule V of the said Act, and such other approvals, permissions and sanctions of such authorities and or agencies as may be required in this regard and subject to the provisions of the articles of associations of the company, consent of the company be and is hereby accorded to the revisions of remuneration of Mr. Ankur Garg, Whole Time Director of the Company on the following terms and conditions effective from 01.01.2021 for a period of 3 years:

Salary:- 1.50 Lacs per month
Housing:- The Whole Time Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance
Medical Reimbursement:- Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.
Car:- The Company shall provide a car with driver and Mobile to the Whole-time Director and his family. Use of Company's leased Car for his personal and official use. mobile service (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

“RESOLVED FURTHER THAT Mr. Pawan Kumar Garg (DIN No. 00250836) Chairman and Managing Director and Mr. Atul Kumar Garg (DIN No.00250868) Whole time Director of the Company be and are hereby jointly and /or severally authorized to do all such acts, deed and things as may deemed necessary, expedient and desirable to give effect to the above resolution.”

6. **To approve issue of warrants convertible into Equity Shares of the Company on Preferential Basis:**

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

RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and

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Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules/regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory/regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 11,14,000 (Eleven Lakhs Fourteen Thousand) warrants convertible (‘Convertible Warrants’) into equivalent number of equity shares of the Company of face value of Rs. 10/- (Rupees Ten) each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to promoters at a price to be determined in accordance with Regulation 165 of SEBI ICDR Regulations, to the following subscribers:

Sr. No.	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No of Convertible Warrants to be allotted	Category	Allottee is: QIB/MF/FI/ Trust/Banks
1.	Pawan Kumar Garg	Individual	442,000	Promoter	Not Applicable
2.	Kunal Garg	Individual	442,000	Promoter	Not Applicable
3.	Ankur Garg	Individual	230,000	Promoter	Not Applicable
	Total		11,14,000		

“RESOLVED FURTHER THAT the said Warrants shall be converted within a period not exceeding 18 (eighteen) months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 11,14,000 (Eleven Lakhs Fourteen Thousand only) Equity Shares of Rs. 10/- each fully paid-up.”

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option;
- ii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- iv. Each convertible warrant shall be convertible into one (1) equity share of face value of Rs. 10/- per share; and
- v. The equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.”

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Convertible Warrants to be issued and allotted as above shall be August 31, 2021, being the working day immediately preceding the date 30 (thirty) days prior to the date of declaration of results of General Meeting to approve this offer.

RESOLVED FURTHER THAT the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of warrants convertible into equivalent number of equity shares of the Company is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Convertible Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Convertible Warrants, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company be and is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Convertible Warrants.

RESOLVED FURTHER THAT the amount received by the Company from the Subscriber for application of the Convertible Warrants pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, Mr. Pawan Kumar Garg, Chairman & Managing Director and Mr. Ankur Garg, Whole-time Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

By Order of the Board of Directors

PAWAN KUMAR GARG
Chairman and Managing Director
(DIN-00250836)

Place : Kanpur

Date : 23.08.2021

Registered Office:

Standard Surfactants Limited

8/15 Arya Nagar, Kanpur-208002

CIN: L24243UP1989PLC010950

Tel. No: 0512-2531762

E-mail address: secretarial@standardsurfactants.com

Website: www.standardsurfactants.com

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company. Instrument of proxies in order to be effective must be lodged with the Company's registered office not less than Forty- Eight hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 25th September, 2021 to Thursday 30th September, 2021 (both days inclusive).
3. The route map showing directions to reach the venue of the Thirty Second Annual General Meeting is annexed.
4. Members who hold shares in dematerialized form are requested to write their client ID and DP ID number and those who holds shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. Members are requested to bring their attendance slip to the meeting.
6. Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
7. Recognizing the spirit of circular issued by the MCA, the Company henceforth proposes to send documents like Notice convening the General Meetings, Directors' Report, Auditors' Report, Financial Statements etc to the email address provided by Members with their depositories.
8. To support 'Green Initiatives', the Company request the Members to expeditiously update their email addresses with their respective depository participant to ensure the annual report and other documents reach them on their preferred email. Those member who have shares in physical form are requested to expeditiously inform their email address to the Company at 8/15 Arya Nagar, Kanpur-208002, Tel.: 0512-2531762 Email: secretarial@standardsurfactants.com or the Company's Registrar and Share Transfer Agent, The Skyline Financial Services Pvt. Ltd., D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Tel. no. 011-40450193, Email: viren@skylinerta.com; admin@skylinerta.com
9. The Statement containing the balance sheet, the statement of profit and loss, cash flow statement and Auditors' Report is sent to the members.

10. Voting through electronic means

In compliance with 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 Listing Regulations, Members are provided with the facility to exercise their right to vote electronically on all resolutions set forth in the Notice of the 32nd Annual General Meeting ('AGM'). Members may cast their votes by using the e-voting services provided by National Securities Depository Ltd. ('NSDL'), i.e. facility of casting votes by using an electronic voting system from a place other than the venue of the AGM ('remote e-voting').

Instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="display: flex; align-items: center; justify-content: center;"> <div style="margin-right: 10px;"> <small>NSDL Mobile App is available on</small>  App Store </div> <div style="margin-right: 10px;">  Google Play </div> <div style="display: flex; gap: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sarvesh_srifes@yahoo.co.in with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in
4. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice. Please follow all the instructions mentioned above to cast your vote.
5. Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 24th September, 2021, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on Monday, 27th September, 2021 (9:00 am) and ends on Wednesday, 29th September, 2021 (5:00 pm). The e-voting module shall be disabled by NSDL for voting thereafter.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

10. General instructions/information for Members for voting on the Resolutions:

- (a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- (b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- (c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in

proportion to their share of the paid-up equity share capital of the Company as on 24th September, 2021 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.

- (d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 24th September, 2021, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
 - (e) Mr. Sarvesh S. Srivastava (Membership No. ACS No. 7719/ COP No. 20291) Practicing Company Secretary have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.
 - (f) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
 - (g) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
 - (h) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.rallis.co.in and on the website of NSDL immediately after their declaration, and communicated to the BSE Limited.
 - (i) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Thursday, 30th September, 2021 or at any adjournment thereof.
11. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
12. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relation to the business mentioned under item No. 3 to 6 of the accompanying Notice:

Item No. 3 to 5:

Considering the contribution of Mr. Pawan Kumar Garg, Mr. Atul Kumar Garg and Mr. Ankur Garg and the progress made by the company under their able leadership and guidance and as per the recommendation of nomination and remuneration committee, it is proposed to increase the remuneration of all the said directors.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.

I. GENERAL INFORMATION:

- i) Nature of Industry: The Company operates in two primary business segments viz. Manufacturing of Surface active agents and Consignment Stockiest of Indian Oil Corporation Limited, which engaged in trading of High Density Polyethylene, Linear Low Density Polyethylene, Poly Propylene, Other Polymers, Paraffin wax and other petro and petroleum products.

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- ii) Date or expected date of commencement of commercial production: The Company is an existing Company and is into manufacturing operation since long.
- iii) Financial performance based on given indicators The performance of the Company during financial year ended on 31.03.2021 (the latest Audited Balance Sheet of the Company)

Particulars	Amount
Total Revenue	93.02 Crores
Net Profit	2.20 Crores

- vi) Foreign investments or collaborators, if any: None

II. INFORMATION ABOUT THE APPOINTEE:

Particulars	Mr. Pawan Kumar Garg	Mr. Atul Kumar Garg	Mr. Ankur Garg
Background Details	Mr. Pawan Kumar Garg, aged 64 years, is a Commerce Graduate. He has been guiding the company's production and administration since inception of the company.	Mr. Atul Kumar Garg, aged 67 years, is a Commerce Graduate. He has been guiding the company's administration since the year 1992.	Mr. Ankur Garg, aged 41 years, is a Chartered Accountant and commerce graduate. He has been guiding the company's financials for about 12 years. Under his able leadership company's financials has been improved considerably.
Recognition or Awards	None	None	None
Job Profile and his Suitability	Mr. Pawan Kumar Garg is responsible for developing technical team and coordinating with commercial functions etc.	Mr. Atul Kumar Garg is responsible for overall administration of the company.	Mr. Ankur Garg is designated as Whole Time Director and is entrusted with the responsibility of financial control functions, strategic decisions formulation and discussions with various stakeholders of the company.
Remuneration Proposed	The proposed remuneration of Mr. Pawan Kumar Garg as Chairman and Managing Director of the Company is detailed in Item No. 3 above.	The proposed remuneration of Mr. Atul Kumar Garg as Whole Time Director of the Company is detailed in Item No. 4 above.	The proposed remuneration of Mr. Ankur Garg as Whole Time Director of the Company is detailed in Item No. 5 above.
Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person	The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.	The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.	The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Pawan Kumar Garg has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of a Whole Time Director.	Mr. Atul Kumar Garg has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of a Whole Time Director.	Mr. Ankur Garg has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his Remuneration in the capacity of a Whole Time Director.

III. OTHER INFORMATION:

- (a) **Reasons of loss or inadequate profits:** Surface active agents and other petro chemicals are the main businesses of the Company. These are cyclical in nature and are largely dependent on demand and supply. Adverse market conditions are reason for inadequate profits. However, company has performed reasonably well during financial year 2020-21.
- (b) **Steps taken or proposed for improvement:** The Company has been taking all measures within its control to maximize efficiencies and optimize its costs.
- (c) **Expected increase in productivity and profit in measurable terms:** Since, productivity and profitability of the company depends on demand and supply, among other factors, it is difficult to forecast the same in measurable terms. However, the Company expects that the productivity and profitability may improve subject to favorable market conditions.

Considering the contribution of Mr. Pawan Kumar Garg, Mr. Atul Kumar Garg and Mr. Ankur Garg and the progress made by the company under their able leadership and guidance and as per the recommendation of nomination and remuneration committee, it is proposed to increase the remuneration of all the said directors.

Except Mr. Pawan Kumar Gar, Mr. Atul Kumar Garg, and Mr. Ankur Garg, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3, 4 and 5 of the Notice. The Board recommends the Special Resolution set out at Item No. 3, 4 and 5 of the Notice for approval by the shareholders.

Item No. 6:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Postal Ballot/E-Voting is required for Issue of Equity Warrants convertible into Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:-

- Objects of this issue:** To meet general business requirements addressing Working Capital needs as well as expansion through marketing activities, creation of company's own brand and other approved corporate purposes.
- Proposal of Promoters / Directors / Key Management Persons to subscribe to the preferential issue:** Promoters and Directors, as below, intend to subscribe to the proposed issue.

Sr. No.	Name of the Promoters / Directors	No. of Shares
1.	Pawan Kumar Garg	4,42,000
2.	Kunal Garg	4,42,000
3.	Ankur Garg	2,30,000

Other than above none of the promoters, directors or key managerial personnel intend to subscribe to the proposed preferential issue of equity shares.

- Maximum number of specified securities to be issued:** The Company intends to issue a maximum of 11,14,000 convertible warrants which upon conversion will be equivalent to 11,14,000 equity shares of face value Rs. 10.00 per share at a price to be determined under Regulation 165 of SEBI (ICDR) Regulations, 2018.
- The shareholding pattern before and after completion of the proposed preferential issue would be as under:-**

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Sr. No.	Category	Pre-issue *		POST-ISSUE (Upon conversion in 18 months from date of allotment)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
	Individual	40,92,730	57.26	52,06,730	63.02
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total (A)	40,92,730	57.26	52,06,730	63.02
B	Non-Promoters' holding:				
	Individual	29,52,348	41.31	29,52,348	35.74
	Bodies Corporate	78,213	1.09	78,213	0.95
	Others [including IEPF Authorities]	24,309	0.34	24,309	0.29
	Sub Total (B)	30,54,870	42.74	30,54,870	36.98
	GRAND TOTAL (A+B)	71,47,600	100.00	82,61,600	100.00

* Notes:-

- The above shareholding pattern has been prepared on the basis of shareholding as on 30/06/2021 as provided by the Registrar and Share Transfer Agent.
 - The post- issue shareholding pattern has been arrived on the assumption that 11,14,000 equity shares will be subscribed fully by the proposed allottees and the 11,14,000 will be subscribed and converted by the proposed allottees, as stated above.
5. **Proposed time within which the preferential issue shall be completed:**

The Company proposes to complete the issue on preferential basis on or before the fifteenth day from the date of passing of this special resolution or from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later.

6. **The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Number of Equity Shares proposed to be allotted	No. of shares		% of Shares held (Refer Note 1 below)		Category (Promoter /Non Promoter)
				Pre-Issue	Post-Issue (Refer Note 1 below)	Pre-issue	Post- Issue	
1.	Pawan Kumar Garg	Individual	4,42,000	5,49,547	9,91,547	7.69%	12.00%	Promoter
2.	Kunal Garg	Individual	4,42,000	7,85,165	12,27,165	10.99%	14.85%	Promoter
3.	Ankur Garg	Individual	2,30,000	14,0,2870	16,32,870	19.63%	19.76%	Promoter
	Total		11,14,000	27,37,582	38,51,582	38.30%	46.62%	

Note 1: Post conversion of warrants into equivalent number of equity shares of face value Rs. 10/-

7. **Lock in period:**

The convertible warrants allotted on preferential basis and the equity shares to be allotted upon conversion of such convertible warrants shall be subject to lock in as per the applicable provision under Chapter V – Preferential Issue of SEBI ICDR Regulations, 2018.

8. Change in the control, if any. :-

There will neither be any further change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

10. Price of the issue: -

The offer price of equity shares of face value Rs. 10.00 (Rupees Ten only) per equity will be determined under Regulation 165 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V – Preferential Issue of SEBI (ICDR) Regulations, 2018 which provides that in case where the equity shares of the any company are infrequently traded then the price can be determined taking into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Valuation Certificate / Pricing Certificate so obtained from the respective professional shall be placed before the shareholders in the General Meeting.

11. Relevant Date

The Relevant Date on the basis of which the price of the Convertible Warrants is determined is August 31, 2021.

12. Auditor's Certificate

A copy of the certificate of the Company's Statutory Auditor, M/s Atul Garg & Associates, Chartered Accountants, Kanpur certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

13. Other terms of issue for convertible warrants:

- (a) The proposed allottee of the Warrants shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.
- (b) The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay the balance of the consideration towards the subscription to each equity share.
- (c) If the entitlement against the Warrants to apply for equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- (d) Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share against each Warrant by appropriating Rs.10/- per equity share towards equity share capital and the balance amount paid against each Warrant towards the securities premium amount, if any.
- (e) The Warrant by itself till converted into equity shares, does not give to the holder(s) thereof any rights of the shareholders of the Company.
- (f) The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid up equity shares of the Company. The allotment of Warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013. Due to above preferential allotment of Warrants and the resultant issue of equity shares, no change in the management control is

contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013, if any applicable consequent to the allotment of shares on conversion of Warrants as proposed above.

14. Undertakings

- (a) The Issuer Company undertakes that they shall re-compute the price of the Convertible Warrants / Equity shares (upon conversion of Warrants) in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

15. Wilful Defaulter

Neither the issuer nor any of its promoters or directors are wilful defaulters.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval. The Promoters details of which are given above, Mr. Pawan Kumar Garg, Chairman & Managing Director, Mr. Atul Kumar Garg, Whole time Director and Mr. Ankur Garg, Whole Time Director of the company is interested in the Resolution.

Relatives of Mr. Pawan Kumar Garg, Chairman & Managing Director, Mr. Atul Kumar Garg, Whole time Director and Mr. Ankur Garg, Whole Time Director are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

No other Directors, Key Managerial personnel of the Company and their relatives other than specified above, are in any way, directly or indirectly concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of Members.

By Order of the Board of Directors
For Standard Surfactants Limited

PAWAN KUMAR GARG
Chairman and Managing Director
(DIN-00250836)

Place : Kanpur
Date : 23.08.2021

**ROUTE MAP-VENUE OF ANNUAL GENERAL MEETING
STANDARD SURFACTANTS LIMITED
TO BE HELD AT 8/15, ARYA NAGAR, KANPUR**

