

**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

To

01-12-2020

BSE Limited,

P. J. Tower, Dalal Street,

Mumbai-400001

Dear Sir,

**Sub: Notice of Book Closure and 31<sup>st</sup> 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 Friday, 18<sup>th</sup> December, 2020 to Wednesday 23<sup>rd</sup> December 2020 (both days inclusive) for the purpose of Thirty First Annual General Meeting of the Company scheduled to be held on Wednesday, 23<sup>rd</sup> December, 2020 at 02:30 P. M. at 8/15, Arya Nagar, Kanpur-208002.

Further, Notice of 31<sup>st</sup> AGM is attached herewith for your perusal and record.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Standard Surfactants Limited

  
(Shivansh Tiwari)

Company Secretary



**Works :**

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

## THIRTYFIRST ANNUAL REPORT

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### NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Standard Surfactants Ltd. will be held on Wednesday the 23<sup>rd</sup> December, 2020 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 Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Auditors and Board of Directors thereon; and
2. To appoint a director in place of Atul Kumar Garg (having DIN No. 00250868) who retires by rotation and being eligible, offers himself for reappointment.

#### SPECIAL BUSINESS:

3. To Alter Objects Clause of the Memorandum of Association 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 provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Uttar Pradesh, Kanpur, following clause be inserted as point no. 5 under part (A) of Clause III (i.e. The Objects to be pursued by the Company on its Incorporation) of the Memorandum of Association of the Company:

“To carry on the business of manufacturing, buying, selling, importing, exporting, assembling, creating, producing, preparing, repairing, converting, treating, altering, marketing, distributing and otherwise dealing in all types and descriptions of plastic films and other ancillary products including but not limited to Bopet Films, Bopp Films, Metalised Films, Coated Films, holographic Films, Polyester Chips and other connected products thereof.”

4. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), new set of Articles of Association, in conformity with Companies Act, 2013, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

5. Approval for Related Party Transactions:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Icon Polymers, a related party within the meaning of Section 2 (76) of the Act, for purchase of LAB (Linear Alkyl Benzene), Polymers and other chemical products, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 150 Crore during a single financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any

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Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

By order of the Board of Directors

Sd/-

PAWAN KUMAR GARG

*Chairman and Managing Director*

Place : Kanpur

Date : 13.11.2020

DIN : 00250836

Registered Office:

Standard Surfactants Limited

8/15 Arya Nagar, Kanpur-208002

CIN: L24243UP1989PLC010950

Tel. No: 0512-2531762

E-mail address: headoffice@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 Friday 18<sup>th</sup> December, 2020 to Wednesday 23<sup>rd</sup> December, 2020 (both days inclusive).
3. The route map showing directions to reach the venue of the Thirty First 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](mailto:secretarial@standardsurfactants.com) or the Company's Registrar and Share Transfer Agent, The Skyline Financial Services Pvt. Ltd., D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Tel. no. 011- 64732681 to 88, Fax No.: 011-26812683. Email: [viren@skylinerta.com](mailto:viren@skylinerta.com); [admin@skylinerta.com](mailto: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 31<sup>st</sup> 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 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User

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- ID, your Password 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 will be as per details given below:
    - 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\*\*\*).
  5. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
  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](http://www.evoting.nsdl.com).
    - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - 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.**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  3. Select "EVEN" of the Company.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. 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.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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- 8 . Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### 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\\_srfics@yahoo.co.in](mailto:sarvesh_srfics@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
- 3 . 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.
- 4 . Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 17<sup>th</sup> December, 2020, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on Sunday, 20<sup>th</sup> December, 2020 (9:00 am) and ends on Tuesday, 22<sup>nd</sup> December, 2020 (5:00 pm). The e-voting module shall be disabled by NSDL for voting thereafter.
- 5 . 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 6 . 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 17<sup>th</sup> December, 2020 (‘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. 17<sup>th</sup> December, 2020, may obtain the login Id and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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

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<https://standardsurfactants.com/> 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. Wednesday, 23<sup>rd</sup> December, 2020 or at any adjournment thereof.

- 6 . 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.
- 7 . 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 5 of the accompanying Notice:

#### Item No. 3:

The Company intends to add business of flexible and other packaging films in its scope of operations and proposes to undertake the activity of manufacturing and/or trading of the same along with other works connected therewith. To enable the Company to commence the aforesaid business, it is proposed to amend the main objects under the objects clause of the Memorandum of Association of the Company by addition of point no. 5 under part (A) of Clause III (i.e. The Objects to be pursued by the Company on its Incorporation) of the Memorandum of Association of the Company. The above amendment would be subject to the approval of the Registrar of Companies, Uttar Pradesh, Kanpur.

The draft MOA/ AOA shall be available for inspection during the Meeting and can be inspected by Members during the business hours at the Registered Office of the Company and at the website of the company.

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 of the Notice. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

#### Item No. 4:

The existing Articles of Association (hereinafter referred as

AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the New Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing AOA by a new set of Articles which shall be in conformity with the new Companies Act, 2013. The draft AOA shall be available for inspection during the Meeting and can be inspected by Members during the business hours at the Registered Office of the Company. 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. 4 of the Notice. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

#### Item No. 5:

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with M/s Icon Polymers, which is a proprietorship firm of a related party. Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution. However, these provisions are not applicable for a transaction entered into ordinary course of business and at arm's length basis but since your company believes in much transparency, approval of the shareholders is being sought for the said Related Party Transaction(s).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with m/s Icon Polymers are as follows:

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Sl. No.	Particulars	Remarks
1 .	Name of the Related Party	M/s Icon Polymers
2 .	Name of the Director or KMP who is related	Mr. Atul Kumar Garg and Mr. Pawan Kumar Garg.
3 .	Nature of Relationship	Mr. Atul Kumar Garg and Mr. Pawan Kumar Garg are brothers of Mr. Rakesh Kumar Garg, Proprietor of M/s Icon Polymers.
4 .	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of raw material shall be on a continuous basis. Monetary value of proposed aggregate transaction(s) during any single financial year shall not increase Rs. 150 Crores.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Period of Contract will be of 5 years.

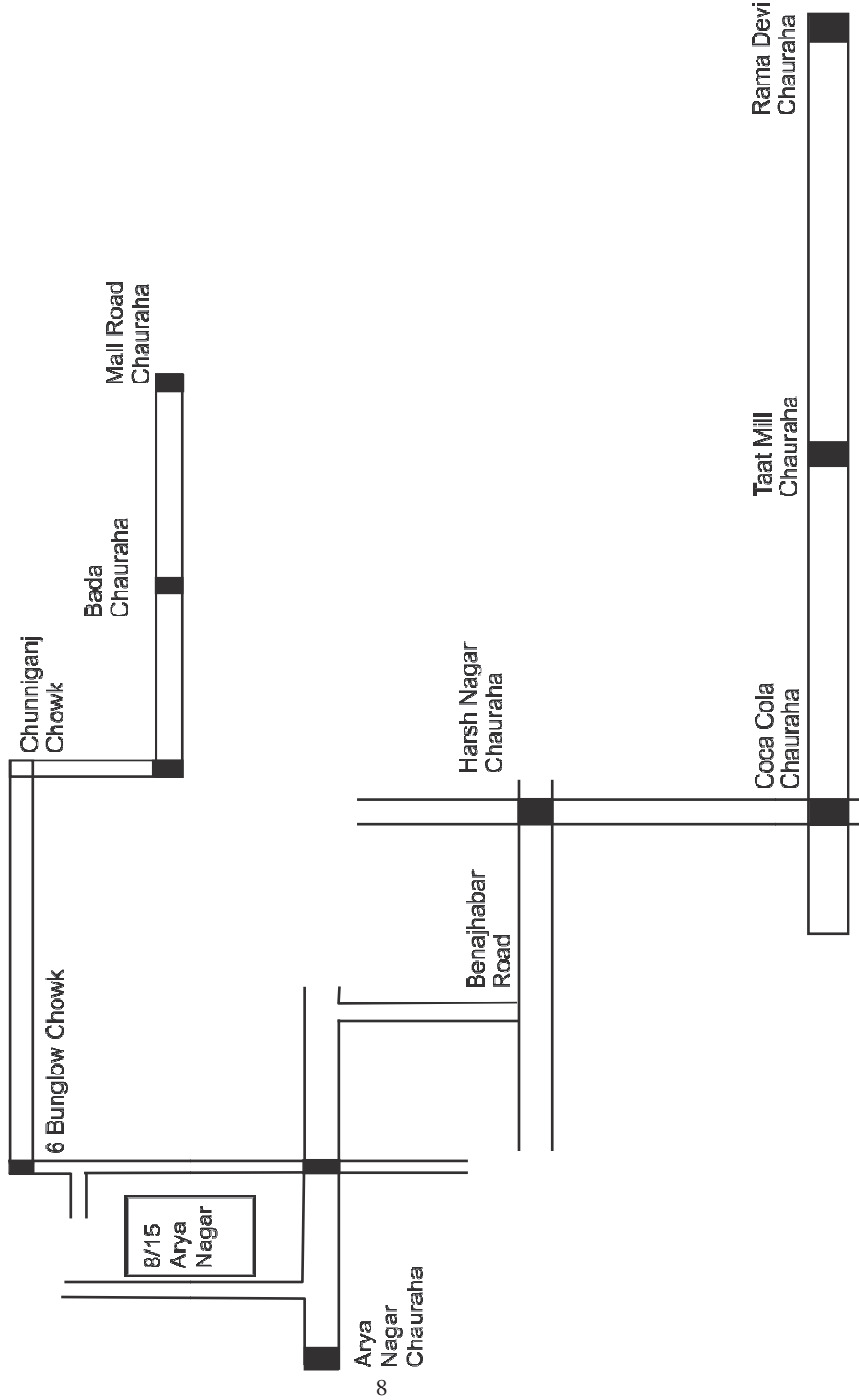
None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

By order of the Board of Directors  
For Standard Surfactants Limited

PAWAN KUMAR GARG  
*Chairman and Managing Director*  
DIN : 00250836

Place : Kanpur  
Date : 13.11.2020

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



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