

# PASUPATI ACRYLON LTD.

□ REGD. OFFICE & WORKS : KASHIPUR ROAD, THAKURDWARA-244 601 DISTT. MORADABAD (U.P.)  
□ PHONES : (0591) 2241263, 2241351, (05947) 275506 □ FAX : 0591-2241354  
□ E-MAIL : works@pasupatiacrylon.com ★ pasupati\_tkd@rediffmail.com  
□ CIN : L50102UP1982PLC015532



## NOTICE OF POSTAL BALLOT

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Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of Pasupati Acrylon Limited ("the Company") by passing resolutions through Postal Ballot.

The Resolutions and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, starting the material facts and the reasons thereof are appended. The Postal Ballot Form along with instructions for Ballot / e-voting, is enclosed for your consideration.

The Board of Directors of the Company at their meeting held on 7<sup>th</sup> August, 2015 have appointed Shri S. K. Hota (Membership No. 16165, Practice certificate No.6425), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (including any amendments thereto), the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its Members to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Form.

The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to the Members. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details and process whereof are specified under instructions to the Postal Ballot Form. Members who opt to vote physically using Postal Ballot Papers or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The e-voting facility will be available at the link: [www.evotingindia.com](http://www.evotingindia.com) starting from 9.30 A.M. on Monday, August 31, 2015 and end at 05.00 P.M. on Tuesday, September 29, 2015. Members are requested to read carefully and follow the instructions on the Postal Ballot Form or the aforesaid website for the e-voting facility.

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and return the Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer by 5.00 p.m. on Tuesday, September 29, 2015.

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence, to any person authorized in writing by him, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced at 5.00 p.m. on Wednesday September 30, 2015, at the Registered Office of the Company at Thakurdwara, Kashipur Road, Distt. Moradabad (U.P) and shall thereafter be published in newspapers. The result of the Postal Ballot shall also be displayed at the Registered Office of the Company and hosted on the Company's website

www.pasupatiacrylon.com, and CDSL website i.e. [www.cdslindia.com](http://www.cdslindia.com) besides being communicated to the Stock Exchange(s) where the securities of the Company are listed. The Resolution, if approved, will be taken as effectively passed on the date of declaration of Results.

1. To alter the Object Clause of the Memorandum of Association of the Company and in this regard 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary required, Clause III.A of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub clauses as new sub Clauses 3 after the existing sub clause 2 in Clause III.A.

To carry on business as manufactures, importers, exporters, traders, stockiest, conversion of all kinds of plastic films and sheets, tapes such as Polyester, Nylon, PVC, Polypropylene, Poly ethylene, Polyamides, MHDPE, LDPE, LLDPE, HDPE, PC, PP, PET, ABS, SAM, Engineering Plastics etc. cast polypropylene, stretch films, mono, bio auxial oriented polypropylene films, barrier films, blown films etc. and metalizing, printing, lamination, molding, injection molding, injection blow molding, stretch blow molding, plastic packaging and any other scrap, monomer, elastomers, resins and other allied articles, printed and unprinted cartons, leaflets, folders, stickers, pouches, containers, bottlers, tubes, drums and other packaging articles.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 180 (1) (a) and other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time, read together with the Articles of Association of the Company and subject to any other approval, if required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to create and/or modify mortgage(s) / hypothecation(s) / pledge, charge(s) / security in addition to the existing mortgages, hypothecations, pledge, charges or security created by the Company, on all or anyone or more of the movable / immovable properties or such other assets of the Company whether tangible, intangible or otherwise, where-so-ever situated, both present and future on such terms and conditions and at such time or times and in such form or manner as it may deemed fit, to or in favour of Banks, Financial institutions, Insurance Companies, (hereinafter collectively referred to as “Lenders”) to secure all credit facilities, term loans including rupee loans, and/or other instruments or non-fund based facilities availed / to be availed by the Company and/or for any other purpose from time to time from any one or more of the aforesaid lenders together with power to take over the management and control of the Company in certain events, provided that the total amount of loans or credit facilities together with interest thereon at the respective agreed rate(s), compound cost, charge(s), expenses and all other moneys payable by the Company to such Lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the Lenders in respect of the said borrowing(s), in respect of which such mortgage(s) / hypothecation(s) / pledge(s), charge(s) / security are created / to be created, shall not, at any time exceed the limit of Rs. 200 Crore (Rupees Two Hundred Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and shall always be deemed to have been so authorised to do all such acts, deeds, and things to sign and execute all such

documents, deeds, application, instruments and writings on behalf of the Company as may be required and on such terms and conditions as it may consider necessary and expedient in its absolute discretion.”

**Notes:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m to 12 noon on all working days of the Company from the date hereof up to September 29, 2015.
3. The Postal Ballot Notice along with the Postal Ballot Form shall also be posted on Company's website: [www.pasupatiacrylon.com](http://www.pasupatiacrylon.com).
4. Members can also register their e-mail IDs and contact numbers with the Company by sending details to [adminreply@mcsdelhi.com](mailto:adminreply@mcsdelhi.com) with our Registrar and Transfer Agent viz. MCS Share Transfer Agent Ltd. to enable the Company to communicate to the members, the information about various developments in the Company vide EMAIL/ SMS.
5. Members who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided same upon request.
6. Kindly note that Members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. If a Member opts for e-voting, then such Member shall not be entitled to vote in physical Postal Ballot and vice versa. In the event any Member casts his vote by both physical Postal Ballot and e-voting, then the vote cast by such Member in e-voting shall prevail and the voting done through physical Postal Ballot shall be treated as invalid.

The Board recommends the Resolution set out in the Notice to be passed as Special Resolution by the Members.

By order of the Board  
**PASUPATI ACRYLON LIMITED**

Place : New Delhi  
Dated : 7<sup>th</sup> August, 2015

(Rakesh Mundra)  
Company Secretary

*Registered Office*  
Thakurdwara Kashipur Road  
Distt. Moradabad  
Uttar Pradesh

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

**ITEM NO. 1**

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholder's return.

To facilitate such initiatives, alteration is proposed by way of additions to the Object Clause in the Memorandum of Association as set out in the resolution at Item No.1 of the Notice.

Accordingly, the Board of Directors proposes to alter Clause III.A of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No.1.

The aforesaid alteration, if approved by the Shareholders shall be registered by the Registrar of Companies, Kanpur, UP as per the provisions of the Act with such modifications as be advised by him.

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

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

## **ITEM NO. 2**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). At the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, the shareholders had accorded consent to the Board of Directors borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of Rs.200 Crores (Rupees Two hundred Crores only).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions.

The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions by way of Postal Ballot.

By order of the Board  
**PASUPATI ACRYLON LIMITED**

Place : New Delhi  
Dated : 7<sup>th</sup> August, 2015

**(Rakesh Mundra)**  
Company Secretary

*Registered Office*  
Thakurdwara Kashipur Road  
Distt. Moradabad  
Uttar Pradesh

# PASUPATI ACRYLON LTD.

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## POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the Form on or before Tuesday, September 29, 2015]

Serial No.

1. Name and Registered Address of the Sole/First named shareholder:

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No. :

4. Number of Shares held :

I/We here by exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as specified in the Notice dated August 07, 2015, by conveying my/our assent/dissent to the said Resolution by placing yes in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put yes in the appropriate box below)	
			I/We assent (agree) to the Resolution (Vote in favour)	I/We dissent (disagree) to the Resolution (Vote against)
1	Special Resolution for Alteration of Object Clause of the Memorandum of Association of the Company			
2	Special Resolution pursuant to the provisions of Sections 180 (1) (a) and other applicable provisions and rules, if any, of the Companies Act, 2013.			

Place :

Date :

Signature of the Member Email ID :

Contact No.

Electronic Voting Particulars

EVSNO	SEQUENCE NO

NOTE: Please return your Postal Ballot Form in the Postage - prepaid self-addressed envelope enclosed here with.

## INSTRUCTIONS

### 1. GENERAL INFORMATION

- Members can cast their vote from Monday, August 31, 2015 and end at 05.00 p.m. on Tuesday, September 29, 2015.
- The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from Central Depository Services (India) Limited (CDSL)/NSDL as on Friday, August 14, 2015.
- The Postal Ballot Notice also has been placed on Company's website: [www.pasupatiacrylon.com](http://www.pasupatiacrylon.com) and CDSL website i.e. [www.cdslindia.com](http://www.cdslindia.com) and will remain on such website until the last date of receipt of the Postal Ballot from members.
- The date of completion of dispatch of Notice will be announced through advertisement in newspapers.
- Mr. S.K. Hota, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Postal Ballot including e-voting process in a fair and transparent manner.
- As per Section 110 of the Companies Act, 2013, read with Rule 22 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot in physical form through speed post/registered post/Courier.

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. S.K. Hota, Unit: Pasupati Acrylon Limited, Thakurdwara, Kashipur Road, Distt. Moradabad (U.P) in the enclosed Postage-prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelopes appropriately.
- There shall be only one Postal Ballot for every folio, irrespective of the number of joint-holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date, i.e., Friday, August 14, 2015. In case of joint-holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL / CDSL to the Company in respect of shares held in dematerialised form) by the first-named shareholder and failing him, by the next-named shareholder.
- In case of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a Certified True Copy of the appropriate Board Resolution / Authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Tuesday, September 29, 2015. Postal Ballot Forms received after this date shall be considered invalid.
- Postal Ballot Forms which are incomplete / unsigned or defective in any manner shall be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- A Member seeking duplicate Postal Ballot Form/s or desiring any guidance pertaining to the Ballot Process or Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may write to Company's Registrar & Transfer Agent – MCS Share Transfer Agent Limited, Unit: Pasupati Acrylon Limited, Thakurdwara, Kashipur Road, Distt. Moradabad (U.P). It may be noted that the duplicate Postal Ballot Forms, should reach the Scrutinizer not later than 5.00 p.m. on Tuesday September 29, 2015.
- Members are requested not to send any other paper [other than the Resolution / Authority as mentioned above along with the Postal Ballot Form in the enclosed Postage-prepaid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.

### 3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- The voting period begins on Monday 31<sup>st</sup> August 2015 at 9.30 A.M and ends on Tuesday September 29, 2015 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 14.08.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID.
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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 voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit 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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the postal Ballot Form</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <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 as mentioned in instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on 'SUBMIT' tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Pasupati Acrylon Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

\* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

\* 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

\* 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.

\* In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)