



PASUPATI ACRYLON LIMITED

CIN: L50102UP1982PLC015532

Regd. Office & Works: Kashipur Road, Thakurdwara, Dist. Moradabad (U.P.) - 244601

Corp Office: M – 14, Middle Circle, Connaught Circus, New Delhi – 110001

Tel. Nos. 91-011-47627400; Fax No.: 91-011-47627497

Website: www.pasupatiacrylon.com Email : secretarial@pasupatiacrylon.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

E-voting commencement date & time	E-voting end date & time
Friday, 30 th August, 2024 at 9:00 A.M. (IST)	Saturday, 28 th September, 2024 at 5:00 P.M. (IST)

NOTICE is hereby given to the shareholders of **PASUPATI ACRYLON LIMITED** (hereinafter referred to as the “**Company**”) that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and in accordance with the relaxations and clarifications issued by Ministry of Corporate Affairs vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars including General Circular No. 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 latest amended by General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “**MCA Circulars**”) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and any other applicable laws and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Special Resolution relating to the appointment of Mr. Raj Ganesh Viswanathan (DIN: 03558616) as a Non-Executive Independent Director of the Company, as set out in this Postal Ballot Notice (“**Notice**”), is proposed to be transacted by the shareholders of the Company through Postal Ballot by electronic means (“remote e-voting process”) only.

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act setting out the material facts and the rationale pertaining to the proposed resolution is annexed hereto and forms part of this Notice.

In accordance with the aforesaid MCA Circulars and Regulation 44 of SEBI Listing Regulations, shareholders can vote only through the remote e-voting process. The communication of the assent or dissent of the shareholders will take place through remote e-voting process only. Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to enable them to cast their votes on the matter included in the Notice by electronic means only. For this purpose, the Company has engaged the services of the Central Depository Services (India) Limited (“**CDSL**”) for providing the remote e-voting facility to the shareholders of the Company. The instructions for remote e-voting are appended to this Notice.

Shareholders desiring to exercise their vote are requested to carefully read the instructions in this Notice and record your assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process not later than 5:00 P.M. IST on Saturday, 28th September, 2024, failing which it will be strictly considered that no vote has been received from the shareholder. The proposed resolutions, if approved, shall be deemed to have been passed on the last date of voting, *i.e.* Saturday, 28th September, 2024.



Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Susanta Kumar Hota, Proprietor of M/s. S.K. Hota & Associates, Practicing Company Secretaries (Membership No. 16165, Certificate No. 6425) as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting) in accordance with law, in a fair and transparent manner. Mr. Susanta Kumar Hota has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer's decision on the validity of the postal ballot shall be final. The result of postal ballot (through remote e-voting process) along with the Scrutinizer's report shall be declared within two working days from the conclusion of the remote e-voting.

SPECIAL BUSINESS:

1. Appointment of Mr. Raj Ganesh Viswanathan (DIN: 03558616) as a Non-Executive Independent 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 provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rule, 2014 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 9th August, 2024, Mr. Raj Ganesh Viswanathan (DIN: 03558616), who was appointed by the Board of Directors as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from 23rd August, 2024 and who qualifies for being appointed as a Non-Executive Independent Director and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a shareholder proposing his candidature for the office of director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (Five) consecutive years commencing from 23rd August, 2024 till 22nd August, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company."

Registered Office:

Village Thakurdwara, Kashipur Road
Dist. Moradabad, Uttar Pradesh - 244601
CIN: L50102UP1982PLC015532
Email: secretarial@pasupatiacrylon.com

Place: New Delhi

Date: 27th August, 2024

By Order of the Board of Directors
Pasupati Acrylon Limited

Bharat Kapoor
Company Secretary
ACS-54267



Notes:

1. Explanatory Statement setting out all material facts and rationale for the aforesaid proposal, as required under Section 102 read with Section 110 of the Companies Act, 2013 and Secretarial Standard–2 on General Meetings issued by The Institute of Company Secretaries of India / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto and forms a part of the Notice.
2. The Postal Ballot Notice is being sent to the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 23rd August, 2024 (“Cut-off Date”).
3. In line with aforesaid MCA Circulars, the Postal Ballot Notice is being sent to the shareholders in electronic form only at the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding).
4. All the shareholders of the Company, whose name appears on the Register of Members / List of Beneficial Owners as on the **Cut-off date** shall be entitled to vote by electronic means only in accordance with the process specified in this Notice. Any person, who is not a shareholder on the **Cut-off date**, shall treat this Notice for information purpose only.
5. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder and the aforesaid MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting *i.e.* by casting votes electronically instead of submitting the postal ballot form. Accordingly, physical copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot since such requirement is dispensed with as per above mentioned MCA Circulars. Please note that those eligible shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice. The detailed procedure with respect to remote e-voting is mentioned in Note no. 16 of this Notice.
6. The Postal Ballot Notice will be available on the Company’s website at www.pasupatiacrylon.com, websites of stock exchanges *i.e.* at www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com.
7. Shareholders, who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
 - a) Shareholders holding shares in physical form and whose KYC details including e-mail address are not registered/updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed Form ISR-1 (format of which is available on the website of the Company at www.pasupatiacrylon.com) along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of address of the shareholder and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company *i.e.* MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Phone No. 011-41406149 – 52, Email Id: helpdeskdelhi@mcsregistrars.com .
 - b) Shareholders holding shares in demat form can update their e-mail address with their Depository Participant(s).



8. SEBI and Ministry of Corporate Affairs encourage paperless communication as a contribution to green environment. Shareholders who have not yet registered their email addresses with the Company/RTA/Depository, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting.
9. Shareholders desirous of inspecting the documents referred to in the Notice or Statement may send their requests to secretarial@pasupatiacrylon.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period from Friday, 30th August, 2024 to Saturday, 28th September, 2024. The said documents are also available during remote e-voting period of Postal Ballot on the website of the Company at www.pasupatiacrylon.com.
10. The Company is pleased to provide remote e-voting facility to the shareholders, to enable them to cast their votes electronically on the resolution through the e-voting facility arranged by CDSL. Shareholders are requested to provide their assent or dissent through remote e-Voting only.
11. The voting rights for the equity shares of the Company are one vote per equity Share, registered in the name of the shareholder. Voting rights of shareholder(s) for remote e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date *i.e.* Friday, 23rd August, 2024.
12. A shareholder cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives. Corporate and institutional shareholders are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to cs_sushant@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
13. Once the vote is cast, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
14. Resolution, if passed by the shareholders through Postal Ballot (remote e-voting process), shall be deemed to have been passed, as if they have been passed at a general meeting of the shareholders and shall be deemed to have been passed on the last date specified for receipt of votes through e-voting *i.e.* Saturday, 28th September, 2024.
15. The Scrutinizer will submit his report to the Managing Director of the Company or any other person authorized by him after the completion of scrutiny. The result of the voting by postal ballot through remote e-voting process alongwith Scrutinizer's Report will be announced by the Managing Director or any other officer of the Company duly authorized by him, on or before Tuesday, 1st October, 2024 at any time before 6:00 P.M. The Results of the Postal Ballot along with the Scrutinizer's Report would be intimated to the National Stock Exchange of India Limited and BSE Limited, where the equity Shares of the Company are listed and will also be uploaded on the Company's website at www.pasupatiacrylon.com, as well as on the website of CDSL at www.evotingindia.com.
16. **The instructions for shareholders relating to remote e-voting for Postal Ballot are as under:**
 - (i) The remote e-voting period shall commence on **Friday, 30th August, 2024 at 9:00 A.M. (IST) and shall end on Saturday, 28th September, 2024 at 05:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23rd August, 2024 may cast their vote electronically by remote e-voting process only. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast vote again.



- (ii) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories/ Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access e-Voting facility.
- (iii) The detailed process and manner for remote e-voting are explained herein below:

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e- Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers <i>i.e.</i> CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period. 2) If the user is 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 3) 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>i.e.</i> your sixteen digit demat account number held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participant</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and forget Password option available at above mentioned website.



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 48867000 and 022 - 2499 7000

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

(iv) Login method for Remote e-Voting for physical **shareholders and shareholders other than individual shareholders holding in Demat form.**

- A. The shareholders should log on to the e-voting website www.evotingindia.com.
- B. Click on “Shareholders” module.
- C. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- D. Next enter the Image Verification as displayed and Click on Login.
- E. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- F. If you are a first time user follow the steps given below:

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



- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVS**N of “**Pasupati Acrylon Limited**” on which you choose to vote.
- (ix) On the e-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.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Votingpage.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Note for Non – Individual Shareholders and Custodians – for Remote voting**
- Non-Individual shareholders (*i.e.* other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” modules.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at cs_sushant@yahoo.co.in and to the Company at the email address viz; secretarial@pasupatiacrylon.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- A. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company's email id at secretarial@pasupatiacrylon.com .
- B. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant.
17. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll-free no.1800 210 99 11.
18. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 210 99 11.

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

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its meeting held on 9th August, 2024, appointed Mr. Raj Ganesh Viswanathan (DIN: 03558616) as an Additional Director of the Company in the capacity of Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from 23rd August, 2024 to 22nd August, 2029, subject to approval of the shareholders of the Company.

In accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, the appointment of Independent Directors requires the approval of the shareholders of the Company. Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment/re-appointment of an independent director shall be subject to the approval of the shareholders by way of special resolution. Furthermore, in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors of the Company at the next general meeting or within a period of 3 months from the date of appointment, whichever is earlier. In view of the above, the appointment of Mr. Raj Ganesh Viswanathan would require the approval of shareholders of the Company by way of Special Resolution within a period of three months from the date of his appointment *i.e.* within three months of 23rd August, 2024.

Mr. Raj Ganesh Viswanathan belongs to 1987 batch of Indian Audit and Accounts Service and retired as Deputy Comptroller and Auditor General of India and Chairman of Audit Board in the rank of Secretary, Government of India. He has vast experience of audit of all major sectors of government and public sector functioning including audit of various UN agencies and Indian embassies worldwide. He has extensive experience and expertise in Financial Management, Accounting, Taxation, Corporate Strategy & Planning and Corporate Governance. He has a deep understanding of the nuances of corporate sector functioning and collaborative approaches to solution seeking.



The profile and details of Mr. Raj Ganesh Viswanathan as required under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and the Secretarial Standards on General Meetings, are furnished in **Annexure – I** to this Notice.

The Company has received a notice from a shareholder in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company. The Company has also received from Mr. Raj Ganesh Viswanathan:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. He has also confirmed that he has not been debarred from holding the office of a Director by virtue of any Order passed by SEBI/Ministry of Corporate Affairs or any such statutory/regulatory authority;
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he has not incurred disqualification under Section 164(1) and he is not disqualified under Section 164(2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Raj Ganesh Viswanathan has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Raj Ganesh Viswanathan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Based on the aforesaid declarations/disclosures received from Mr. Raj Ganesh Viswanathan, Board is of the opinion that Mr. Raj Ganesh Viswanathan is a person of integrity and fulfils the conditions, as provided in Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as Non-Executive Independent Director of the Company and he is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Raj Ganesh Viswanathan vis-a-vis the role and responsibilities required in the Board and considered appropriate, to recommend the appointment of Mr. Raj Ganesh Viswanathan as a Non-Executive Independent Director of the Company, for a term of 5 (Five) consecutive years effective from 23rd August, 2024. In the opinion of Nomination and Remuneration Committee and Board of Directors, Mr. Raj Ganesh Viswanathan possesses appropriate skills, knowledge and expertise in the area of Financial Management, Accounting, Auditing, Taxation, Corporate Strategy & Planning and Corporate Governance. Accordingly, Board is of the view that the Company will benefit from his rich experience, vast knowledge and guidance and it is desirable to avail services of Mr. Raj Ganesh Viswanathan as Non-Executive Independent Director.



Mr. Raj Ganesh Viswanathan will be entitled to sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the Board/Committee meetings.

Mr. Raj Ganesh Viswanathan is not related to any of the Directors/ Key Managerial Personnel of the company. He does not hold any share in the Company.

A copy of the letter of appointment of Mr. Raj Ganesh Viswanathan as a Non-Executive Independent Director setting out the terms and conditions is available for inspection in electronic form for the shareholders of the Company, upto the last date of the remote e-voting *i.e.* Saturday, 28th September, 2024. Shareholders seeking inspection may write to the Company at secretarial@pasupatiacrylon.com in that regard. The same is also available during the remote e-voting period of Postal Ballot on the website of the Company at www.pasupatiacrylon.com.

In compliance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation 17 and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Raj Ganesh Viswanathan as a Non - Executive Independent Director for a period of 5 (Five) consecutive years commencing from 23rd August, 2024 is now placed for approval of the Shareholders by way of Special Resolution.

Hence, The Board of Directors recommends the special resolution proposing the appointment of Mr. Raj Ganesh Viswanathan as a Non - Executive Independent Director of the Company, as set out in this Notice, for approval by the shareholders of the Company.

Except Mr. Raj Ganesh Viswanathan and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their respective shareholding, if any, in the Company.

Registered Office:

Village Thakurdwara, Kashipur Road
Dist. Moradabad, Uttar Pradesh - 244601
CIN: L50102UP1982PLC015532
Email: secretarial@pasupatiacrylon.com

Place: New Delhi

Date: 27th August, 2024

**By Order of the Board of Directors
Pasupati Acrylon Limited**

**Bharat Kapoor
Company Secretary
ACS-54267**



Annexure-1

Details of Directors proposed to be appointed as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Raj Ganesh Viswanathan
DIN	03558616
Date of Birth & Age	14 th April, 1964 (60 years)
Nationality	Indian
Qualifications	<ul style="list-style-type: none"> • Master Degree in Chemistry from IIT, Chennai • Courses on Commercial Accounting, Cost & Management Accounting, Commercial Auditing and Government Auditing from National Academy of Audit and Accounts, Shimla • Completed Advanced Management Development Programme in Indian School of Business, Hyderabad
Date of first appointment on the Board	23 rd August, 2024
Terms and conditions of appointment	Appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 (Five) consecutive years commencing from 23 rd August, 2024.
Skills and capabilities required and the manner in which the proposed person meet such requirements	<p>Financial Management, Accounting, Taxation, Corporate Strategy & Planning and Corporate Governance, Corporate Accounting & Auditing, Human Resource Management, Industrial Laws, Understanding of Government legislation/legislative process.</p> <p>Mr. Raj Ganesh Viswanathan fulfils the abovementioned skills/ expertise/ competencies.</p>
Brief resume and Nature of Expertise in specific functions	<p>Mr. Raj Ganesh Viswanathan belongs to 1987 batch of Indian Audit and Accounts Service and retired as Deputy Comptroller and Auditor General of India and Chairman of Audit Board in the rank of Secretary, Government of India. He has vast experience of audit of all major sectors of government and public sector functioning including audit of various UN agencies and Indian embassies worldwide. He was board member in various large companies of the Government across diverse sectors.</p> <p>Mr. Raj Ganesh Viswanathan has extensive experience and expertise in Financial Management, Accounting, Taxation, Corporate Strategy & Planning and Corporate Governance. He has a deep understanding of the nuances of corporate sector functioning and collaborative approaches to solution seeking.</p>



Shareholding in the Company	Nil
Details of remuneration sought to be paid	Mr. Raj Ganesh Viswanathan will be entitled to sitting fees and reimbursement of expenses for attending meetings of Board and Committees.
Remuneration last drawn	Not Applicable due to being first appointment
Relationship with other directors or key managerial personnel of the Company	None
Directorship held in other companies	Nil
Membership/Chairmanship in committees of other Board	Nil
Number of meeting of the Board attended during the year	Not Applicable
Resignation from directorship of the listed companies in the past three years	None