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

29-08-2017

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

Dear Sir,

Sub: Notice of the Book Closure of the Company

This is to inform you that pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013 and the applicable rules there under, the Register of Members and Share Transfer Register of the Company will remain closed from Thursday, the 14th September, 2017 to Thursday, the 21th September, 2017 (Both days inclusive) for the purpose of Twenty Eighth Annual General Meeting of the Company scheduled to be held on Thursday, the 21st September, 2017 at 11.30 A.M at 35 Cantonment, Cariappa Road, Kanpur-208004.

Further, Notice of the 28th AGM is attached herewith for perusal and record please.

Thanking you.

Yours faithfully,

For STANDARD SURFACTANTS LTD.

Pawan Garg

(Pawan Kumar Garg)
Chairman and Managing Director
DIN: 00250836

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Standard Surfactants Ltd. will be held on Thursday the 21st September, 2017 at 35 Cantonment, Cariappa Road, Kanpur-208004 at 11.30 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Auditors and Board of Directors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Auditors thereon.

2. To appoint a director in place of Ankur Garg, (DIN 00616599) who retires by rotation and being eligible, offers himself for reappointment.

3. **To appoint Statutory Auditors and fix their remuneration:**

   To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution :

   "RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act,2013 and all other applicable provisions, if any, of the said Act read with Companies (Audit and Auditors) Rules 2014 , as amended from time to time M/s Atul Garg and Associates Chartered Accountant, (Firm Registration No.01544C), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s Mittal Gupta & Company, Chartered Accountants (Firm Registration no. 01874C), to hold office from the conclusion of this Annual General Meeting till the conclusion of 33th Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and Auditors."

SPECIAL BUSINESS:

4. **Appointment of Mr. Satya Prakash Tayal as an Independent Director of the Company.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Mr. Satya Prakash Tayal (DIN 01532800) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 28, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013, ('the Act') but who is eligible for appointment and in respect of whom the Company has received a notice in writing from the Member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

   "RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, appointment of Mr. Satya Prakash Tayal, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 28th October, 2016 up to 27th October, 2021, be and is hereby approved."

5. **Appointment of Mr. Pramod Kumar Misra as an Independent Director of the Company.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED that **Mr. Pramod Kumar Misra** (DIN 01616936) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 28, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013, ('the Act') but who is eligible for appointment and in respect of whom the Company has received a notice in writing from the Member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

   "RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, appointment of Mr. Pramod Kumar Misra, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 28th October, 2016 up to 27th October, 2021, be and is hereby approved."

6. **Appointment of Mrs. Bijal Yogesh Durgavale as Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mrs. Bijal Yogesh Durgavale (DIN 07403891) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013, ('the Act') but who is eligible for appointment and in respect of whom the Company has received a notice in writing from the Member under Section 160 (1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, appointment of Mrs. Bijal Yogesh Durgavale, who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 11th February, 2017 up to 10th February, 2022, be and is hereby approved."

7. **Re-appointment of Mr. Pawan Kumar Garg (DIN: 0250836) as Chairman and Managing Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 196, 197 and 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the reappointment of Mr. Pawan Kumar Garg, as a Chairman and Managing Director of the Company for a further period of Five years w.e.f 31.12.2017 to 30.12.2022 on the following terms and conditions:

1. Salary Rs.1,00,000/- per month
2. Tenure of appointment 31.12.2017 to 30.12.2022
3. Perquisites: As per rules of the Company

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year the above remuneration payable to Mr. Pawan Kumar Garg by way of Salary, allowances, perquisites shall not exceed the maximum limits as prescribed under proviso of Schedule V of the Companies Act, 2013."

8. **Re-appointment of Mr. Atul Kumar Garg (DIN: 0250868) as a Whole time Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 196, 197 and 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the reappointment of Mr. Atul Kumar Garg, as a Whole time Director of the Company for a further period of Five years w.e.f 31.12.2017 to 30.12.2022 on the following terms and conditions:

1. Salary Rs.1,00,000/- per month
2. Tenure of appointment 31.12.2017 to 30.12.2022
3. Perquisites: As per rules of the Company

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial the above remuneration payable to Mr. Atul Kumar Garg by way of Salary, allowances, perquisites shall not exceed the maximum limits as prescribed under proviso of Schedule V of the Companies Act, 2013."

9. **Authorization to Board of Directors for Borrowing money from Banks and Financial Institutions etc.**

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

"RESOLVED THAT in supersession of the earlier resolution passed by members in this respect, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180 (1) (c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs.100 crores (Rupees One Hundred Cores only).

"RESOLVED FURTHER THAT Mr. Pawan Kumar Garg, Chairman and Managing Director (DIN 00250836), Mr. Atul Kumar Garg, Whole time Director (DIN 00250868) and Mr. Ankur Garg, Whole time Director (DIN 00616599) be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Kanpur and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."

10. **Authorization to Board of Directors to pledge, mortgage and/or charge on all the immovable and movable properties of the Company.**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in this respect, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to pledge, mortgage and/or charge by the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs.100 crores (Rupees One Hundred Cores only) at any time.

"RESOLVED FURTHER THAT Mr. Pawan Kumar Garg, Chairman and Managing Director (DIN 00250836), Mr. Atul Kumar Garg, Whole time Director (DIN 00250868) and Mr. Ankur Garg, Whole time Director (DIN 00616599) be and are hereby severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

By order of the Board of Directors

Sd/-

PAWAN KUMAR GARG
Chairman and Managing Director
DIN : 00250836

Place : Kanpur
Date : 12.08.2017

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 Thursday 14th September, 2017 to Thursday 21th September, 2017 (both days inclusive).
3. The route map showing directions to reach the venue of the Twenty Eighth 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 along with their copy of Annual Report 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: headoffice@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. 011-64732681 to 88, Fax No.: 011-26812683. Email: virenr@skylinerta.com; admin@skylinerta.com.

9. 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 28th 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:

A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

(i) Open the email and open pdf file "e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/ PIN for remote e-voting. Please note that this password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on "Shareholder – Login".

(iv) Insert User ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice, comprising of minimum 8 digit or characters or a combination of both. On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".

(vii) Select the "EVEN" (Electronic Voting Event Number) of Standard Surfactants Limited. Now you are ready for e-voting as Cast Vote page opens.

(vii) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.

(viii) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.

(ix) If you wish to log out after voting on a few resolutions and continue voting or the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.

(x) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: sarvesh_srifcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

B. 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 steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.

C. Members who are already registered with NSDL for remote e-voting can use their existing User ID and password/ PIN for casting their votes.

D. Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 15th September, 2017, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on Monday, 18th September, 2017 (9.00 am) and ends on Wednesday, 20th September, 2017 (5.00 pm). The e-voting module shall be disabled by NSDL for voting thereafter.

E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of https://www.evoting.nsdl.com or call on toll free No.:1800 222 990.

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 15th September, 2017 ('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. 15th September, 2017, 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. 3919) 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 http://www.standardsurfactants.com 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, 21st September, 2017.

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, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.

13. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 14th September, 2017 to Thursday 21st September, 2017 (both days inclusive)

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 Nos. 3 to 10 of the accompanying Notice:

Item No.3:

Mittal Gupta and Company, Chartered Accountants, Kanpur (Firm Registration no. 01874C) have been Auditors of the Company and have completed a term of ten years.

As per provision of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, Mittal Gupta and Company's term as auditors of the Company is up to the conclusion of the forthcoming Annual General Meeting ('AGM').

The Board of Directors has, based on the recommendation of the Audit Committee, proposed the appointment of M/s Atul Garg and Assoicates, Chartered Accountants, (Firm Registration No. 01544C) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 33rdAGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s Atul Garg and Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No.3 of the Notice.

Item No.4:

Mr. Satya Prakash Tayal (DIN 01532800) was appointed as an Additional Director of the Company with effect from 28 October, 2016 in terms of Section 161 (1) of the Companies Act, 2013. He holds office as Director up to the date of the forthcoming Annual General Meeting ('AGM') and is eligible for appointment as a Director.

He does not hold any equity shares of the Company and is not related to any Director of the Company. He also does not hold any Directorship, Memberships/ Chairmanships of the Committee of other Companies.

Mr. Satya Prakash Tayal holds a Master of Commerce (M.Com) degree from Lucknow University. He also holds a Bachelor of Law degree from Lucknow University. At present he got enrolled as an Advocate by the Bar Council of Uttar Pradesh and doing chamber practice as Company Law Consultant. Further, he worked in the Department of Company Affairs, Govt. of India from 03.07.1962 to 28.02.1995 approx for 33 years in various capacities of

Registrar of Companies, Joint Director etc. He has a vast experience in company law matters.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mr. Satya Prakash Tayal has consented to act as Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.Further , in accordance with the provisions of section 160 (1) of the Act, company has received a notice in writing along with deposit of Rs.1.00 lac (Rupees One Lac) from a member of the company proposing his candidature for the post of director of the company.

In the opinion of the Board, Mr. Satya Prakash Tayal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Satya Prakash Tayal as Independent Director is now being placed before the Members in General Meeting for their approval.

Mr. Satya Prakash Tayal is interested and concerned in the Resolution mentioned at Item No.4 of the Notice. Other than Mr. Satya Prakash Tayal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

Item No.5:

Mr. Pramod Kumar Misra (DIN 01616936) was appointed as an Additional Director of the Company with effect from 28 October, 2016 in terms of Section 161 (1) of the Companies Act, 2013. He holds office as Director up to the date of the forthcoming Annual General Meeting ('AGM') and is eligible for appointment as a Director.

He does not hold any equity shares of the Company and is not related to any Director of the Company. He also does not hold any Directorship, Memberships/ Chairmanships of the Committee of other Companies.

Mr. Pramod Kumar Misra is a Chartered Accountant, and holds a Master of Law (LLM) degree, MBA and DISA (ICAI). He is currently holding the position of Senior Partner and CEO in Misra Misra and Associates, Chartered Accountants. He has professional experience of more than 22 years since, 1994 and having an exposure in various area i.e. Income Tax, Service tax, Company Law Board matters, Project Financing and also an exposure in Bank Audit, Concurrent Audit, Internal Audit and Stock Audit. Further, he also worked as Insurance Surveyor & Loss assessor for New India Assurance Co. Ltd and United India Insurance Company Ltd. for more than Five years.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mr. Pramod Kumar Misra has consented to act as Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further , in accordance with the provisions of section 160 (1) of the Act, company has received a notice in writing along with deposit of Rs.1.00 lac (Rupees One Lac) from a member of the company proposing his candidature for the post of director of the company.

In the opinion of the Board, Mr. Pramod Kumar Misra fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pramod Kumar Misra as Independent Director is now being placed before the Members in General Meeting for their approval.

Mr. Pramod Kumar Misra is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Pramod Kumar Misra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

Item No. 6:

Mrs. Bijal Yogesh Durgavale (DIN 07403891) was appointed as an Additional Director of the Company with effect from 11 February, 2017 in terms of Section 161 (1) of the Companies Act, 2013. He holds office as Director up to the date of the forthcoming Annual General Meeting ('AGM') and is eligible for appointment as a Director.

She does not hold any equity shares of the Company and is not related to any Director of the Company. However, she holds Directorship in Prabhu Steel Industries Limited w.e.f 11-01-2016.

Mrs. Bijal Yogesh Durgavale holds a Master of Commerce (M.Com) degree from Mumbai University. At present she working as a Company law advisor.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mrs. Bijal Yogesh Durgavale has consented to act as Woman Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, in accordance with the provisions of section 160 (1) of the Act, company has received a notice in writing along with deposit of Rs.1.00 lac (Rupees One Lac) from a member of the company proposing his candidature for the post of director of the company.

In the opinion of the Board, Mrs. Bijal Yogesh Durgavale fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is an independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Bijal Yogesh Durgavale as Independent Director is now being placed before the Members in General Meeting for her approval.

Mrs. Bijal Yogesh Durgavale is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mrs. Bijal Yogesh Durgavale, no other Director, Key Managerial Personnel or her respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

Item No.7:

The tenure of Mr. Pawan Kumar Garg, (DIN 0250836) Chairman and Managing Director of the Company, expires on 30-12-2017. The Board of Directors of the Company has proposed to re-appoint him as Chairman and Managing Director of the Company for a further period of Five years w.e.f 31-12-2017 to 30-12-2022 (till he attains the retirement age) on such terms and condition as provided in the resolution under consideration. The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee.

Mr. Pawan Kumar Garg, shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

None of the Directors of the Company except Mr. Pawan Kumar Garg, Mr. Atul Kumar Garg and Mr. Ankur Garg is interested either directly or indirectly in the resolution.

Item No. 8:

The tenure of Mr. Atul Kumar Garg (DIN 00250868) as a Whole time Director of the Company, expires on 30-12-2017. The Board of Directors of the Company has proposed to re-appoint him as Whole time Director of the Company for a further period of Five years w.e.f 31-12-2017 to 30-12-2022 (till he attains the retirement age) on such terms and condition as provided in the resolution under consideration. The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee.

Mr. Atul Kumar Garg, shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

None of the Directors of the Company except Mr. Pawan Kumar Garg, Mr. Atul Kumar Garg and Mr. Ankur Garg is interested either directly or indirectly in the resolution.

Item No. 9 & 10:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.100 crores (Rupees One Hundred Cores only). Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180 (1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. The Board recommends resolutions under item no 9 & 10 for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

By order of the Board of Directors

Sd/-

PAWAN KUMAR GARG
Chairman and Managing Director
DIN : 00250836

Place : Kanpur
Date : 12.08.2017

ROUTE MAP - VENUE OF ANNUAL GENERAL MEETING
STANDARD SURFACTANTS LIMITED
TO BE HELD AT 35, CANTT., CARIAPPA ROAD, KANPUR