

Shentracon Chemicals Limited

CIN: L24299WB1993PLC059449

Regd. Office 6A, Kiran Sankar Roy Road, Kolkata- 700 001

Phone: 2248-9731, Fax 2248 4000

Email: investor@shentracon.com, Website: www.shentracon.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members will be held on Friday, 30th September, 2022 at 11.00 a.m. IST at the Registered office of the company 6A, Kiran Shankar Roy Road, 3rd Floor, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2022 together with Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Sureka (DIN: 00491454), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditor & Fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification the following resolution:

“RESOLVED THAT pursuant to the provision of Sections 139 & 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and upon the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Chanani & Associates, Chartered Accountants, (F.R.N. 325425E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2027, at a remuneration, mutually agreed by the Board of Directors and Auditor plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. Chandi Das Chakraborty (DIN:07688518) as an Independent Director for the second term.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Chandi Das Chakraborty (DIN: 07688518), who was

appointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company for a period of five years, i.e., from February 14, 2017 to February 14, 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from February 14, 2022 to February 14, 2027 (both days inclusive).”

5. Increase in the Borrowing Limits of the Company in terms of 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to all such approvals, sanctions, consents and permissions, as may be necessary, 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”, which term shall include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, any sum or sums of money not exceeding Rs. 100 Crores (Rupees One Hundred crores) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) at any given time, exceed the aggregate, for the time being, of its paid-up share capital, free reserves and securities premium.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

6. Increase in the Limits for the Loans, Guarantees and Investments by the Company in terms of Section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to all such approvals, sanctions, consents and permissions, as may be necessary, the 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”, which term shall include any Committee constituted by the Board to exercise its powers including the power conferred by this

resolution), for granting any loan to any person or other body corporate and/or give any guarantee or provide security in connection with a loan to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate up-to an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred crores), notwithstanding the fact that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

For **Shentracon Chemicals Limited**

Registered Office

6A, KIRAN SHANKAR ROY ROAD
KOLKATA – 700 001

Place: Kolkata

Date: 27.08.2022

SanjaySureka

Director

(DIN: 00491454)

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”) , as set out under Item No.4, 5 & 6 above and the relevant details of the Directors as mentioned under Item No.2 and 4 above as required by Regulation 36(3) of the Securities and Exchange of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI LODR”) and as required under Secretarial Standards-2 on General Meeting issued by the Institute of Company Secretaries of India, are given below and forms part hereof.
2. In compliance with the MCA circular dated May 5, 2022 read with circular dated 4th April 2020, 13th April 2020, 5th May 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide its circular dated 12th May 2020, 15th January 2021 and 13th May, 2022, Notice of 29th Annual General Meeting (AGM) along with the Annual Report for the financial year 2021-2022 (including Attendance Slip and Proxy Form) is being only sent through electronic mode to the member whose e-mail IDs are registered with the Company/Registrars. Members may also note that the Notice of 29th AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements will be available on the Company’s Website www.shentracon.com, website of BSE at <https://www.bseindia.com> and the website of CDSL at <https://www.evotingindia.com> for their view/download.
3. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and the proxy need not be a member of the company. A proxy form, duly completed, should be deposited at the registered office of the company not less than 48 hours before the scheduled time of the annual general meeting.*

A person can act as a proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the

company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Members are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the company for admission to the meeting hall.
5. The AGM will be held by strictly adhering to the Social Distancing Norms and other Safety Protocols/SOPs (including use of face masks and hand sanitizers) issued by the Ministry of Health & Family Welfare, Government of India in view of the prevailing Covid Pandemic. Entry to the Venue shall be on a 'first come first serve basis' in view of the maximum permissible limit, as applicable at that time, for a gathering at a place.
6. As per the provisions of Section 72 of the Act, the facility for making/verifying/cancelling of nomination is available to individuals holding shares in the Company. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members want to verifying/cancelling thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debenture) Rules, 2014 (as amended) for the purpose. The forms can be obtained from M/s. CB Management Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company or from the website of the Ministry of Corporate affairs at www.mca.gov.in. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. CB Management Services Pvt. Ltd., in case the shares are held in physical form.
7. Members are requested to immediately notify any change in their name, address, email address, telephone/ mobile no., Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar Share Transfer agent of the Company M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019 in case the shares are held by them in physical form.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the Registrars and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Information on all the Directors proposed to be appointed/ re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing and Disclosure Requirements), 2015 and SS-2 are provided in the Annexure to this Notice.

11. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive) in connection with the Annual General Meeting.
12. Route-map to the venue of the Meeting is enclosed with the notice for the convenience of the members. Members may also note that the notice along with the route map will also be available on the website of the Company (www.shentracon.com) for download as per the requirements of the Secretarial Standard-2 on “General Meetings”.
13. In compliance with the MCA circular dated May 5, 2022 read with circular dated 4th April 2020, 13th April 2020, 5th May 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide its circular dated 12th May 2020, 15th January 2021 and 13th May, 2022, Notice of 29th Annual General Meeting (AGM) along with the Annual Report for the financial year 2021-2022 (including Attendance Slip and Proxy Form) is being only sent through electronic mode to the member whose e-mail IDs are registered with the Company/Registrars. Members may also note that the Notice of 29th AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements will be available on the Company’s Website www.shentracon.com, website of BSE at <https://www.bseindia.com> and the website of CDSL at <https://www.evotingindia.com> for their view/download.
14. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors@shentracon.com along with the copy of the signed request letter mentioning the Folio No., name and address of the Member along with scanned copy of the share certificate (front/back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. For any further clarification, the shareholders may send requests to the Company’s investor email id: investors@shentracon.com.
15. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent, M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019.
16. The Government took a ‘Green Initiative in Corporate Governance’ in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s. CB Management Services Pvt. Ltd, the Registrars and Share Transfer Agents, in case the shares are held by them in physical form.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested. Shareholders holding shares in physical form are requested to register/update their e-mail address

with the Company's Registrar and Share Transfer Agent, M/s. C. B. Management Services Private Limited at rta@cbmsl.com or to us on investor@shentracon.com

17. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically in compliance of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India.
18. The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting by e voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or any other person authorized by him in writing.
20. The results of voting (including e-voting or otherwise) shall be aggregated and declared on or after the Annual General Meeting of the Company. The results of the e-voting and ballot paper shall be aggregated and declared not later than 48 (Forty eight) hours of conclusion of the AGM i.e. Sunday, 2nd October, 2022. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shentracon.com and on the website of CDSL <https://www.evotingindia.com> immediately and communicated to BSE & CSE Limited. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
21. In case of any queries/grievances relating to e-voting process, the Members may contact Central Depository Services Limited, 22, Camac Street, Block-A, 1st Floor, Kolkata-16, at e-mail ID: helpdesk.evoting@cdslindia.com, at Toll Free No. 1800-200-5533 who will address the grievances connected with the electronic voting. Members may also write to the Company Secretary at investor@shentracon.com or Registered Office address.
22. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 30th September, 2022.

23. PROCEDURE & INSTRUCTIONS FOR ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS):

- 1) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rule made thereunder, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and MCA Circular read with SEBI Circular, the Company has

provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform. All the business to be transacted at the Annual General Meeting can be transacted through electronic voting system.

- 2) The remote e-voting facility will be available during the following voting period:

| | |
|--|--|
| Commencement of remote e-voting | End of remote e-voting |
| From 9:00 A.M. (IST) on Tuesday 27 th September, 2022 | Up to 5:00 P.M. (IST) on Thursday 29 th September, 2022 |

- 3) 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, i.e. Friday, 23rd September 2022 only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 4) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- 5) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- 6) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of Friday, September 23, 2022 may obtain their user ID and Password for e-voting and Company's Registrars & Transfer Agent, C.B. Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 (Ph. No. 033 – 22806692/4011 6700/22823643/22870263 Fax No. 91 – 033 – 4011 6739).
- 7) The details of the process and manner for remote e-voting are explained herein below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service</p> |

| | |
|--|--|
| | <p>Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>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.nsd.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 or joining.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 Participants | <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> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login Type | Helpdesk Detail |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL. | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

8) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- i) The shareholders should log on to the e-voting website <https://www.evotingindia.com>.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - (1) For CDSL: 16 digits beneficiary ID,
 - (2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (3) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) 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.
- vi) If you are a first time user, follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| 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"> • 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 (v). |

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) 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.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant Shentracon Chemicals Limited on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) 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.
- xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 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.
 - After receiving the login details.
 - 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 are authorized to vote, to the Scrutinizer at goenkamohan@hotmail.com or goenkamohan@gmail.com and to the Company at investor@shentracon.com or to M/s. C. B. Management Services Private Limited, Registrar & Share Transfer Agent of the company at atrta@cbmsl.com with a copy marked to helpdesk.evoting@cdslindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xviii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B.PROCEDURE FOR INSPECTION OF DOCUMENTS:

- All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection and shall be made available over email on making a request to the Company through your registered Email ID on investors@shentracon.com, quoting your name, demat account number / folio number, mobile number.
- Scanned copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of The Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting. Members who want to inspect such documents can mail the request to investors@shentracon.com.
- Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 29th, 2022 through email on investors@shentracon.com. The same will be replied by the Company suitably.
- Pursuant to Section 124 and 125 of the companies Act, 2013 any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven consecutive years from the date of such transfer shall be transferred to Investor Education and Protection Fund. Members who have not so far encashed their dividend warrants for the accounting year ended 31st December 2014 to 31st March, 2021 may immediately approach the registrar for revalidation of unclaimed dividend warrants.
- The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividend remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. However, it may be noted that there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

C. GENERAL INFORMATION FOR SHAREHOLDERS

- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.
- Disclosure pursuant to Section 196 (4) of The Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard- 2 of ICSI, with respect to Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting is annexed.
- Pursuant to section 72 of The Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the Registrar and Share Transfer Agents (RTA). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.

- SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically. Members who wish to register their e-mail id can download the green initiative form from the Company's website www.shentracon.com.
- The Company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/COP No. 2551), Partner, MR & Associates, Company Secretaries, Kolkata, to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.shentracon.com and on the notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting i.e. Friday, September 30, 2022.
- Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019. Presently the Members are not able to demat their shares due to suspension on company equity on BSE. Once the company get listing approval from BSE and get the ISIN from depositories the member will request to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates.

By Order of the Board
For **Shentracon Chemicals Limited**

Registered Office
6A, KIRAN SHANKAR ROY ROAD
KOLKATA – 700 001

Place: Kolkata
Date: 27.08.2022

sd/-
SanjaySureka
Director
(DIN: 00491454)

Explanatory Statement including disclosures in term of regulation 36(2), 36(5) of the Securities and Exchange of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to Section 102 of The Companies Act, 2013.

Item no. 3: Appointment of Auditor M/s. Chanani & Associates, Chartered Accountants (Firm registration No 325425E)

The Shareholders of the company at its meeting held on 25th September 2017 had approved the appointment of M/s. J. Khemani & Co., Chartered Accountants (Firm registration No 322375E), as the Statutory Auditors of the Company for a period of five years from the conclusion of 24th Annual General Meeting (AGM) till the conclusion of 29th AGM. In term of Section 139(2) they having completed the tenure of 5 years. Hence, the Board of Director as recommended by the Audit Committee, has approved the appointment of M/s. Chanani & Associates (FRN 325425E), as statutory auditor of Company subject to the approval of the shareholders at the ensuing annual general meeting.

M/s. Chanani & Associates, Chartered Accountants (Firm registration No 325425E) are eligible to be appointed as the Statutory Auditors of the Company for a period of 5 years and have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 of the Act and are not disqualified for appointment under Section 141 and other relevant provisions of the Act and the rules or regulations made thereunder. As confirmed to the Audit Committee, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) and the ethical requirement relevant to the audit.

The Board of Directors of the Company (‘the Board’), on the recommendation of the Audit Committee (‘the Committee’), at its meeting held on August 27, 2022 approved the appointment of M/s. Chanani & Associates, Chartered Accountants (Firm registration No 325425E) as the Statutory Auditors for a period of five years from the conclusion of 29th AGM till the conclusion of the 34th AGM to be held in the year 2027, at a remuneration, mutually agreed by the Board of Directors and Auditor plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit. The appointment is subject to approval of the shareholders of the Company.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, technical knowledge etc., and found to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Chanani & Associates, Chartered Accountant, (FRN 325425E), (“the Audit Firm”), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”).

It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

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 set out at Item No. 3 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 4: Reappointment of Independent Director Mr. Chandi Das Chakraborty for 2nd term.

Based on recommendation of the NRC, the board of directors at its meeting on 14.02.2022, the Board re-appointed Mr. Chandi Das Chakraborty (DIN: 07688518) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from February 14, 2022 to February 14, 2027 (both days inclusive), subject to approval of the Members. Mr. Chandi Das Chakraborty has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Chandi Das Chakraborty is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The profile and specific areas of expertise of Mr. Chandi Das Chakraborty is provided as Annexure to this Notice. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Chandi Das Chakraborty on the Board of the Company and accordingly the Board recommends the appointment of Mr. Chakraborty as an Independent Director as proposed in the Resolution set out at Item No. 4 for approval by the Members. Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to Note 23(B) given in the Notice on inspection of documents. Except for Mr. Chakraborty and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for approval by the members.

Item No. 5: Increase in the Borrowing Limits of the Company in terms of 180(1)(c) of the Companies Act, 2013:

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money. Considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company that is Rs. 5 crores as passed on Annual General Meeting held on 30.09.2014. The provisions of Section 180 of the Companies Act, 2013 require the Company to pass a Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital, free reserves and securities premium not exceeding Rs. 100 Crores (Rupees One Hundred crores) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) at any given time. In

view thereof, it is proposed to obtain approval of the shareholders by a Special Resolution. Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6: Increase in the Limits for the Loans, Guarantees and Investments by the Company in terms of Section 186 of the Companies Act, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of: i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or other body corporate for an amount not exceeding Rs. 100 Crores. The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. Accordingly, the Board recommends the Special Resolution as set out at Item No. 6 of the Notice of the AGM for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

Particulars of the Director seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS- 2) is as mentioned below:

| | | |
|--|--|--|
| Name | Mr. Sanjay Sureka | Mr. Chandi Das Chakraborty |
| Date of Birth | 29 th July 1969 | 02nd September 1963 |
| Nationality | Indian | Indian |
| Date of first appointment on the Board | 19 th December 2017 | 14 th February 2017 |
| Experience in Specific Functional Area | Mr. Sanjay Sureka has rich experience of over 26 years in different positions across various industries. | Mr. Chandi Das Chakraborty is Commerce Graduate and have rich experience of over 23 years in different positions across various industries |
| Qualifications | B. Com, Cost Accountant, MBA Finance | B. Com |

| | | |
|--|------------------------|---|
| Terms and Conditions of Appointment / Re-appointment | Not Applicable | As mentioned in explanatory statement to item no. 4 of the Notice |
| Relationship with other Directors and Key Managerial Personnel | Nil | Nil |
| Directorship in other Listed Companies | Nil | Nil |
| Chairman/ Member in the Committees of the Boards of Listed Companies | Nil | Nil |
| Listed entities from which the Director has resigned in the past three years | Nil | Nil |
| No. of Shares held in the Company as on 31 st March, 2022 | 1,59,267 Equity Shares | Nil |
| Number of meetings of the Board attended during the year (FY 2021-2022) | 6 | 6 |

Shentracon Chemicals Limited

CIN: L24299WB1993PLC059449
 Regd. Office 6A, Kiran Sankar Roy Road, Kolkata- 700 001
 Phone: 2248-9731, Fax 2248 4000
 Email: investor@shentracon.com, Website: www.shentracon.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
 Joint Shareholders may obtain additional slip at the venue of the Meeting.

| | | | |
|--------------------------------------|--|---------------|--|
| DP ID:* | | Folio No.: | |
| Client ID: | | No.of Shares: | |
| NAME AND ADDRESS OF THE SHAREHOLDER: | | | |

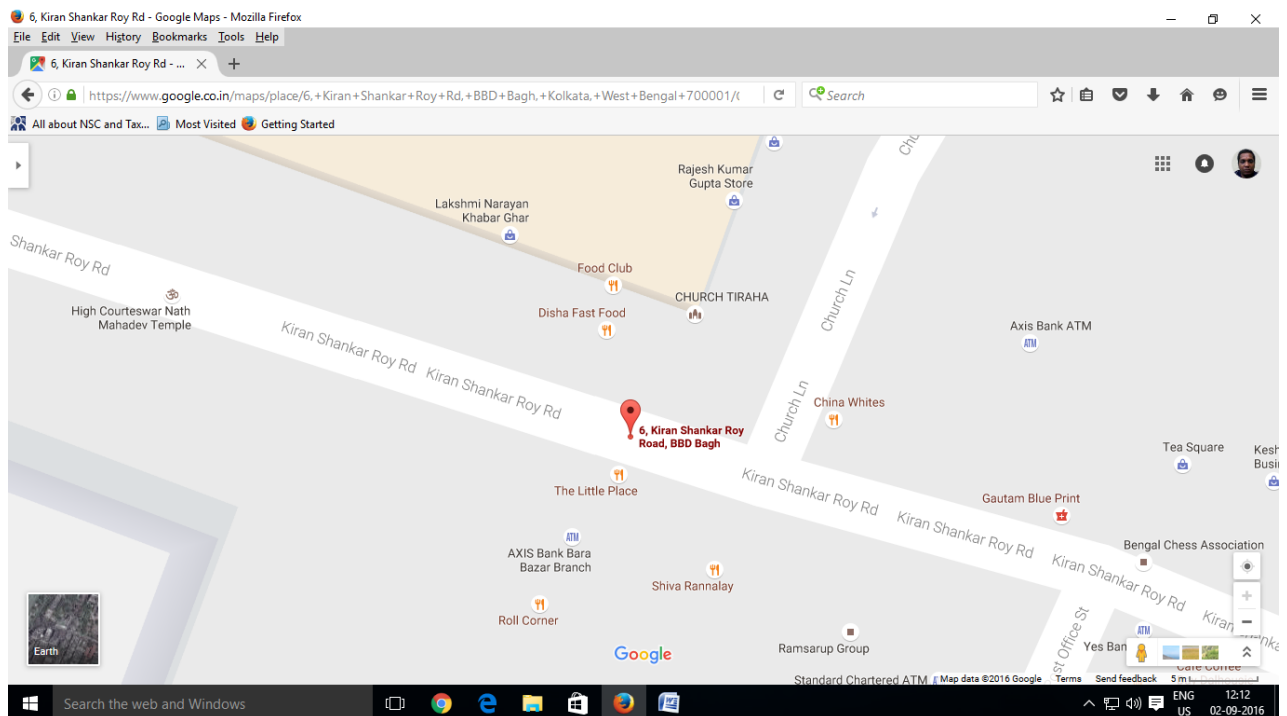
I hereby record my presence at the 29th Annual General Meeting of the Company to be held on Friday, the 30th September, 2022 at 11:00 a.m. at 6A, Kiran Sankar Roy Road, 3rd Floor, Kolkata – 700 001.

*Applicable for shares held in electronic form.

Member's/Proxy Name (in Block letters)
 Shareholder / Proxy

Signature of the Attending

ROUTE MAP



Shentracon Chemicals Limited

CIN: L24299WB1993PLC059449
 Regd. Office 6A, Kiran Sankar Roy Road, Kolkata- 700 001
 Phone: 2248-9731, Fax 2248 4000
 Email: investor@shentracon.com, Website: www.shentracon.com

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|------------------------|--|--------------------------------|--|
| Name of the Member(s): | | Email id: | |
| Registered address: | | Folio No./Client id: DP id: | |

I/We, being the member (s) of shares of the above named company, hereby appoint:

..... of having e-mail id or failing him

..... of having e-mail id or failing him

..... of having e-mail id

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **29th Annual General Meeting** of the Company, to be held on Friday, the 30th September, 2022 at 11:00 a.m. at 6A, Kiran Sankar Roy Road, 3rd Floor, Kolkata 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below:

| Resolutions No. | Particulars | For | Against |
|-----------------|--|-----|---------|
| 1. | Adoption of the audited financial statement of the Company for the financial year ended as on 31st March 2022, the reports of the Board of Directors and Auditors thereon. | | |
| 2. | Appointment of Director in place of Mr. Sanjay Sureka (DIN: 00481454), who retires by rotation and being eligible, seeks re-appointment. | | |
| 3. | Appointment of M/s Chanani & Associates, Chartered Accountant, FRN. 325425E as Auditor of Company for a period of 5 years. | | |
| 4. | Re-Appointment of Mr. Chandi Das Chakraborty as Independent Director of Company for the 2 nd term. | | |
| 5. | Increase in the Borrowing Limits of the Company in terms of 180(1)(c) of the Companies Act, 2013 up-to Rs. 100.00 Crores (Rupees One Hundred Crores) | | |
| 6. | Increase in the Limits for the Loans, Guarantees and Investments by the Company in terms of Section 186 of the Companies Act, 2013 up-to Rs. 100.00 Crores (Rupees One Hundred Crores) | | |

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Affix
 Revenue
 Stamp of
 Rs. 1/-

Signed this day of 2022. Signature of shareholder

Signature of the proxy holder Signature of the proxy holder Signature of the proxy holder

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company and shall provide his identity at the time of attending the Meeting.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 6) Undated proxy form will not be considered valid.