

**SHENTRACON CHEMICALS LIMITED**

CIN-L24299WB1993PLC059449

**Regd. Office : 6A KIRAN SHANKAR ROY ROAD, 3<sup>rd</sup> Floor, KOLKATA- 700001**

Phone: 91(33) 22489731 / 9538, Fax- 91(33) 2248 4000

Website: www.shentracon.com, E-mail-investor@shentracon.com

**POSTAL BALLOT NOTICE**

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

To,

**The Members**

NOTICE is hereby given pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') including any statutory modification or re-enactment hereof for the time being in force and subject to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) seeking consent/assent of the members of the Company by means of Postal Ballot or voting through electronic means("e-Voting") on the Resolutions set out in the Notice.

Statement under Section 102 of the Act, pertaining to the proposed transaction(s), setting out the material facts and the reasons thereof along with the Postal Ballot Form is annexed herewith for your consideration.

You are requested to carefully read the instructions on the Postal Ballot Form and the Notice and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, at or before 5.00 p.m. on Saturday, August 18, 2018, being the last date for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date shall be deemed to have been not received.

Pursuant to Section 108 of the Act read with rule 20 of the rules shareholders will also be provided an option to cast their votes electronically by means of e-voting provided by Central Depository Services Limited (CDSL). Shareholders are requested to clearly read the instructions carefully for e-voting before casting their votes.

The Board of Directors has appointed Mr. Mohan Ram Goenka , Partner, MR & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballot Form and e-Voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman and the voting results will be announced on Monday, August 20, 2018 at the Corporate Office of the Company, 6a Kiran Shankar Roy Road Kolkata-700001 The result will also be uploaded on the Company's website at www.shentracon.com and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com), besides making necessary disclosures to the Stock Exchanges. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

**SPECIAL BUSINESS**

**ITEM NO. 1: To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:**

**"RESOLVED THAT** in terms of Sections 180(1)(a) and all other applicable provisions, if any , of the Companies Act, 2013 read with the Rules, if any, made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws and

provisions of the Memorandum and Articles of Association of the Company, and subject to such other consents, permissions and sanctions, as may be necessary from all the concerned statutory/government authorities and in accordance with the applicable regulations and/ or guidelines issued by any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as 'Appropriate Authority') and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to lease, rent, let-out, sell, convey, transfer, assign, deliver or otherwise dispose of, from time to time, any of the assets, properties, securities and/or whole or substantially the whole of the undertaking or undertakings of the Company, to any authorities / parties and/or to mortgage, convey and deliver or otherwise dispose of and/or cause to be sold, assigned, transferred and delivered, together with all its assets (including the assets under construction) and liabilities/obligations of whatsoever nature and kind and wheresoever situated, in whole or in part, for such consideration and on such date as the Board may in its absolute discretion deem fit and proper and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be mutually agreed between the parties.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to lease, rent, sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the substantial undertaking or assets of the Company, and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Date: 19.07.2018

Place: Kolkata

By Order of the Board of Directors

SD/-

(Sourabh Chitlangia)

Company Secretary

Membership No.- A46558

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**NOTES:**

1. A Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participant(s) (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope. The Postal Ballot Notice may also be accessed on the website of the company, [www.shentracon.com](http://www.shentracon.com) and on the website of the CDSL, [www.cdslindia.com](http://www.cdslindia.com).

The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on July 19, 2018 (Cut-off Date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

3. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL) instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be considered "INVALID".

The voting through e-voting begins on Friday, July 20, 2018 (09:00 a.m. IST) and ends on Saturday, August 18, 2018 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. July 19, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter and voting shall not be allowed.

The resolution, if approved by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, August 18, 2018. A member cannot exercise his vote by proxy on Postal Ballot.

4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m.
5. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the shareholders. Please read carefully the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the same, duly completed, and signifying your assent/dissent, in the attached self-addressed prepaid envelope, so as to reach the Scrutinizer at the address provided therein, at or before 5.00 p.m. on Saturday, August 18, 2018, being the last date for the receipt of the completed Postal Ballot Form.
6. Eligible shareholders who are willing to exercise their vote by using e-voting facility, should carefully follow the instructions for e-voting given as under:-
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (ii) Click on "Shareholders" tab to cast your votes.

(iii) 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. 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](http://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 Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li></ul>
Dividend Bank OR Date of Birth	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 for the said demat account for login. <ul style="list-style-type: none"><li>• If both 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 (iii).</li></ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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 Postal Ballot 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 out print of the voting done by you 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) Shareholders can also cast their vote using CDSL’s mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
7. In case you have any queries/grievances or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Sourabh Chitlangia designation at Compliance officer or phone no. (033) 22489731
8. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date July 19, 2018 (Thursday).

By Order of the Board of Directors

Date: 19.07.2018

Place: Kolkata

SD/-  
(Sourabh Chitlangia)  
Company Secretary  
Membership No. A46558

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

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, the Company may also be required to rent, let-out, sell, lease, convey, transfer, assign, deliver or otherwise dispose of, from time to time, any of the assets, properties, securities and/or whole or substantially the whole of the undertaking or undertakings of the Company, to any authorities / parties of whatsoever nature and kind and wheresoever situated, in whole or in part, for such consideration and on such date as the Board may in its absolute discretion deem fit and proper and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be mutually agreed between the parties pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Section 180 (1)(a) of the Companies Act, 2013, provides inter alia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

Therefore, the Board recommends the passing of the resolution by the Members of the Company, as set out above, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

Date: 19.07.2018  
Place: Kolkata

By Order of the Board of Directors

SD/-  
(Sourabh Chitlangia)  
Company Secretary  
Membership No. A46558