



# SADHANA NITRO CHEM LIMITED

CIN : L24110MH1973PLC016698

Registered Office : Hira Baug, 1st Floor, Kasturba Chowk (C .P. Tank),  
Mumbai - 400 004; INDIA

Tel : 022-23865629 / 23875630 • Fax : 022-23887235  
E-mail : sadhananitro@sncl.com • Website : www.sncl.com

## **NOTICE OF POSTAL BALLOT**

Dear Member(s),

**NOTICE** of Postal Ballot is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), to transact the following special businesses by passing the ordinary / special resolution as the case may be set out below through Postal Ballot including voting through electronic means.

The Company is desirous of seeking your consent to the proposal contained in the Resolutions set out below. A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Resolutions is also annexed.

The Board of Directors, at its meeting held on 31<sup>st</sup> January, 2020 has appointed Ms. Kumudini Bhalariao, partner of M/s Makarand M. Joshi & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to read carefully the instructions given in the Postal Ballot Form and Postal Ballot Notice and vote either for or against the Resolutions and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the **Company / Scrutinizers** not later than 5:00 p.m. on **Monday 16<sup>th</sup> March, 2020**

### **E-voting Option**

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility as an alternate to our members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting provided in this Postal Ballot Notice.

The Scrutinizer will submit her report to the Chairman or any other Director of the Company as authorised by the Board, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot/e-voting will be announced on or before **Wednesday, 18<sup>th</sup> March, 2020** at the Registered Office of the Company. The result of the postal ballot/e-voting will also be posted on the Company's



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website [www.sncl.com](http://www.sncl.com) and at the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com). The last date of postal ballot/ e-voting i.e. 16<sup>th</sup> March, 2020 shall be taken to be the date of passing of the resolution.



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## Item of businesses requiring consent of shareholders through Postal Ballot/e-voting:

- 1. Sub-division of Equity Shares of the Company of face value ₹5/- each fully paid up into 5 Equity Share of Face value ₹ 1/- each fully paid up.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the members of the Company be and is hereby accorded for the sub-division of each of the Fully paid-up Equity Shares of the Company having a face value of ₹5/- each into 5 (Five) Equity Shares having face value of ₹ 1/- each fully paid up. (“Sub-division”)

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of ₹ 5/- (Rupees Five only) each fully paid up of the Company existing on the record date to be fixed by the Company shall stand sub-divided into equity shares of face value of ₹ 1/- (Rupee One only) each fully paid up, without altering the aggregate amount of such capital and shall rank “pari passu” in all respects with the existing fully paid equity share of ₹ 5/- (Rupees Five only) each of the company and shall be entitled to participate in full dividend to be declared after sub-divided Equity shares are allotted.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make appropriate adjustments due to sub-division of shares as aforesaid after adjusting for the outstanding options granted to the employees of the Company under “ESOP 2017” of the company whether administered by the company or through a Trust pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options as on the ‘record date’ (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on ‘record date’ (as determined by the Board) shall be appropriately adjusted.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution”.

## **2. Alteration of the Capital Clause in the Memorandum of Association:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, and all other applicable provisions, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary from the members, concerned authorities or bodies, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:-

V. The Authorized Share Capital of the Company is ₹ 21,00,00,000/- (Rupees Twenty One Crores only) divided into 10,00,00,000 (Ten Crore) equity shares of ₹ 1/- (Rupees one) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of ₹ 10 /- (Rupees Ten) each with power to the Company to increase or reduce or modify the said Capital and to divide the Shares for the time being of the Company into several classes and attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such



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rights, privileges or conditions in such manner as may for the time being be provided for by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution".

**For Sadhana Nitro Chem Limited**

**SD/-**

**Nitin Jani**

**Company Secretary**

**Membership No: 4757**

**Place** : Mumbai

**Date** : 31<sup>st</sup> January, 2020

**Regd. Office:**

**Sadhana Nitro Chem Limited**

**CIN:** L24110MH1973PLC016698

**Reg. office:** Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank) Mumbai - 400004

**Tel:** 022-68663300

**E-mail** : sadhananitro@sncl.com

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

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### **Item No: 1**

The equity shares of the company are listed on Bombay Stock Exchange and are being actively traded. With a view to enhance the liquidity of shares and to broaden the investor base by providing more affordable investment opportunities to investors, the Board of Directors at its Meeting held on January 31, 2020 considered and approved the sub-division of 1 Equity Shares of face value ₹5/- each fully paid up into 5 Equity Share of ₹ 1/- each fully paid up subject to approval of Member and any other statutory and regulatory approval as applicable. The sub-division of par value of shares, inter alia, require appropriate adjustments with respect to all options outstanding on a Record Date to be determined by the Board of Directors of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

The aforesaid Sub-division of 1 Equity shares of ₹5/- each fully paid up into 5 Equity shares of ₹ 1/- each fully paid up would require amendment to the existing Capital Clause V of the Memorandum of Association.

The Board recommends the resolution as set out in Item No. 1 as Ordinary Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

### **Item No 2:**

The proposed sub-division of Equity Shares of the Company of face value ₹5/- each fully paid up into 5 Equity Share of Face value ₹ 1/- each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 in the accompanying notice.

The Board recommends the resolutions as set out in Item No. 2 of the accompanying notice for the approval of the members of the Company as Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during 11.00 AM to 1.00 P.M. on all working days up to the date of declaration of the results of the Postal Ballot.



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## FOR SADHANA NITRO CHEM LIMITED

SD/-

**NITIN JANI**

**COMPANY SECRETARY**

**MEMBERSHIP NO: 4757**

**ADDRESS:** Plot No. 177, Room No.16,  
Jawahar Nagar Road No.2,  
Goregaon West Mumbai 400062

**Place :** Mumbai

**Date :** 31<sup>st</sup> January, 2020

**Regd. Office:**

**SADHANA NITRO CHEM LIMITED**

**CIN:** L24110MH1973PLC016698

Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank)  
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## NOTES:

1. A statement pursuant to Sections 102, 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 7<sup>th</sup> February, 2020. After the dispatch of the Notice, it shall also be displayed on the website of the Company ([www.sncl.com](http://www.sncl.com)) and on the website of M/s. Link Intime India Pvt. Ltd (RTA) ([www.linkintime.co.in](http://www.linkintime.co.in)). Also the same will be intimated to the Stock Exchange.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by National Securities Depository Limited (NSDL). The process for electronic voting is attached herewith.
5. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
6. In case of any queries, you may contact the Company at [sadhananitro@sncl.com](mailto:sadhananitro@sncl.com) or contact the R&TA i.e. Link Intime India Private Limited, at [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) or at the following address: Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank) Mumbai - 400004





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## **INSTRUCTIONS**

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

### **The instructions for e-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through the postal ballot form is made available to the members of the Company.
- II. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.
- III. The instruction for remote e-voting are as under:
  - The remote e-voting period commences on **Sunday 16<sup>th</sup> February, 2020 at 09:00 A.M** and ends on **Monday, 16<sup>th</sup> March, 2020 05:00 P.M.** During this period, shareholders of the Company holding shares either in physical form or in de-materialized form, as on the **Friday, 7<sup>th</sup> February, 2020** may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.



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NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.



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## Details On Step 1 Are Mentioned Below:

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**[Forgot User Details/Password?](#)**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **[Physical User Reset Password?](#)** (If you are holding shares in physical mode)
  - c) Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - d) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.



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5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kumudiniparanjpe@mmjc.in](mailto:kumudiniparanjpe@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- Ms. Kumudini Bhalerao, Partner of Makarand M Joshi & Co. Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall from the conclusion of the remote e-voting, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, and forward it to the Chairman of the Company as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
  - The results will be declared on or before **Wednesday 18<sup>th</sup> March, 2020**. The results declared along with the Scrutinizer’s Report will be placed on the website of the Company [www.sncl.com](http://www.sncl.com) and on the website of NSDL and communicated to the Bombay Stock Exchange Ltd.



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## FOR SADHANA NITRO CHEM LIMITED

SD/-

**NITIN JANI**

**COMPANY SECRETARY**

**MEMBERSHIP NO: 4757**

**Place** : Mumbai

Date: 31.01.2020

**Regd. Office:**

**SADHANA NITRO CHEM LIMITED**

**CIN:** L24110MH1973PLC016698

Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank)

Mumbai - 400004

**Tel:** 022-68663300 **E-mail** : [sadhananitro@sncl.com](mailto:sadhananitro@sncl.com)

**Website:** [www.sncl.com](http://www.sncl.com)



# SADHANA NITRO CHEM LIMITED

CIN : L24110MH1973PLC016698

Registered Office : Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank),  
Mumbai - 400 004; INDIA

Tel : 022-23865629 / 23875630 • Fax : 022-23887235

E-mail : sadhananitro@sncl.com • Website : www.sncl.com

## POSTAL BALLOT FORM

1.	Name and Registered Address of the Sole/First named Shareholder	:	
2.	Name(s) of the Jt. Holder(s) (if any)	:	
3.	Registered Folio No. / DP ID No. and Client ID No.	:	
4.	Number of Shares(s) held	:	
5.	EVEN (e-Voting EVENT Number)	:	
6.	User-ID	:	
7.	Password	:	

8. I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot for the Special Business stated in this Notice of the Company by conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Resolutions	No. of Shares	(For)	(Against)
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Sub-division of Equity Shares of face value ₹5/- each Fully paid up into 5 Equity Share of ₹ 1/- each Fully paid up			
2.	Alteration of the Capital Clause in the Memorandum of Association			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

**Note** : (1) Please read the instructions carefully before exercising your vote.



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(2) Last date for receipt of Postal Ballot form by the Scrutinizer is **Monday, 16<sup>th</sup> March, 2020**

-----Cut Here-----

EVEN (Electronic Voting Event Number)	USED ID	*Password

\*Use Your Password

## Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
  - a. unsigned Postal Ballot Forms will be rejected;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. of Monday, 16<sup>th</sup> March, 2020. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the





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Scrutinizer no later than the date specified in Item (7) above.

9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [kumudiniparanjape@mmjc.in](mailto:kumudiniparanjape@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. **Friday, 7<sup>th</sup> February, 2020.**
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.