

## NOTICE TO THE MEMBERS



NOTICE IS HEREBY GIVEN THAT THE FORTY-FOURTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT SHETH HIRACHAND GUMANJI TRUST HALL, HIRA BAUG, 1<sup>st</sup> FLOOR, KASTURBA CHOWK (C.P. TANK) MUMBAI- 400004 ON WEDNESDAY ,THE 2<sup>ND</sup> AUGUST, 2017 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet & Profit and Loss Account with Notes thereon and Cash Flow Statement for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Seema A. Javeri (DIN: 01768936) who retires by rotation and is eligible for re-appointment.
3. Appointment of Statutory Auditors of the Company.

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

“RESOLVED that pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Messrs Chandrashekhar Iyer & Co, Chartered Accountants (Firm registration No:114260W), be and is hereby appointed as Auditors of the Company in place of the retiring auditors Messrs V. Sankar Aiyar & Co., Chartered Accountants (Firm registration No:109208W), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty-Ninth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Registered Office:  
Hira Baug, 1<sup>st</sup> Floor,  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400 004  
CIN: L24110MH1973PLC016698  
E-mail: sadhananitro@sncl.com  
Date: 26<sup>th</sup> April, 2017.

By Order of the Board

N. R. Jani  
Company Secretary  
Membership No. 4757

### **NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

**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.**

Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.

In case of joint holders attending the meeting, 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.

2. The Company has appointed M/s. Link Intime India Private Limited RTA, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Their Telephone No. 022-49186000, E-mail address: mt.helpdesk@linkintime.co.in, Fax No. 022-49186060.



However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its Registered Office. Telephone No. 022-23865629, Email: sadhananitro@sncl.com

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company
4. The Company has transferred the unpaid or unclaimed dividends upto the financial years 2007-08 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on 12<sup>th</sup> August, 2016 (date of last Annual General Meeting) on the website of the Company ([www.sncl.com](http://www.sncl.com)), as also on the website of the Ministry of Corporate Affairs.
5. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.
6. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
7. The Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, the 26<sup>th</sup> July, 2017 to Wednesday, the 2nd August, 2017 (both days inclusive) for the purpose of Annual General Meeting.
8. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays & Public holiday, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
9. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Link Intime India Private limited (RTA), or to the Company at its Registered Office in respect of their physical shares.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. Entrance Pass and Proxy Form is annexed. Members are requested to bring their duly filled in attendance slip with copy of Annual Report to the place of meeting.
12. Members who hold shares in Dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
13. Members desiring any information are requested to write to the Company 10 days in advance
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
15. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has specifically requested for a physical copy of the same.
16. The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members, who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in hard form in this regard to the RTA or the Company.
17. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking re-appointment along with the details of other Directorships, memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Brief Resume appended to this Notice.



## 18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the cut-off date being 26th day, of July, 2017, the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 44th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 30th July, 2017 (9:00 am) and ends on 1st August, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
    - (I) Open email 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/PIN for remote a-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
    - (iii) Click on Shareholder-Login
    - (iv) Put user ID and password as initial password/PIN noted in step (I) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" (E-voting Event Number) of Sadhana Nitro Chem Limited.
    - (viii) Now you are ready for e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional & Corporate 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [snclshare@sncl.com](mailto:snclshare@sncl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (E Voting Event Number)	User ID	User ID PASSWORD/PIN
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- (II) Please follow all steps from SL No. (ii ) to SL No. xii) above, to cast vote.



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- V. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. **The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut of date 26th July, 2017.**
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 26th July, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.:1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mrs. Kumudini Paranjape, Partner of M/s Makarand M Joshi & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.sncl.com](http://www.sncl.com) and on the website of NSDL The results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai



**Brief Resume Of Director/s Seeking Appointment / Re-appointment:**

Pursuant to provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment / re-appointment in this AGM are given here below:

Name of the Director	Mrs. Seema A. Javeri
DIN	0001768936
Date of Birth / Age	05 <sup>th</sup> October, 1958
Date of original appointment	13 <sup>th</sup> February, 2014
Terms and Conditions of appointment	As per the resolution passed in the 42 <sup>nd</sup> AGM held on 11 <sup>th</sup> August, 2015
Areas of Expertise	Smt. Seema A. Javeri is Science Graduate and having experience and knowledge in Administration. Keeping in view the relevant expertise in Administration, she was appointed as Executive Director Administration.
Educational Qualifications	B.Sc.
Companies in which she holds Directorship	1. Manekchand Panachand Trading Investment Co Pvt Ltd 2. Life Style Networks Limited 3. Strix Wireless Systems Private Limited 4. Spidigo Net Private Limited
Other listed Companies in which she holds Directorship	NIL
Membership / Chairmanship of Board Committees	NIL
Shareholding	7327 Equity Shares.
Relationship with other Directors and KMPs	As per the resolution passed in the 42 <sup>nd</sup> AGM held on 11 <sup>th</sup> August, 2015
No. of board meetings attended during FY 2016 - 17	5 (Five)
Remuneration sought to be paid	As per the resolution passed in the 42 <sup>nd</sup> AGM held on 11 <sup>th</sup> August, 2015
Remuneration last paid	Rs.17,41,500 (2016 - 17)

Registered Office:  
Hira Baug, 1<sup>st</sup> Floor,  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400 004  
CIN: L24110MH1973PLC016698  
E-mail: sadhananitra@sncl.com  
Date: 26<sup>th</sup> April, 2017.

By Order of the Board

N. R. Jani  
Company Secretary  
Membership No. 4757