



## SADHANA NITRO CHEM LIMITED

CIN: L24110MH1973PLC016698

Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank), Mumbai – 400 004  
Tel. 022–23865629 Fax 022-23887235 E-Mail: [sadhananitro@sncl.com](mailto:sadhananitro@sncl.com), Website: [www.sncl.com](http://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 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 19th January, 2018, has appointed Ms. Kumudini Bhalerao, 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 not later than 5:00 p.m. on Sunday, 18th March, 2018.

#### **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 also as an alternate for 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 printed in this Postal Ballot Notice.

The Scrutinizer will submit his/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 Tuesday, 20th March, 2018 at the Registered Office of the Company. The result of the postal ballot/e-voting will also be posted on the Company's website [www.sncl.com](http://www.sncl.com) and communicated to the Bombay Stock Exchange Limited (BSE). The date of announcement of result of postal ballot/ e-voting shall be taken to be the date of passing of the resolution.

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

**1. To approve the Change of name of the Company:**

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

**“RESOLVED THAT** pursuant to the provision of Section 4, 13 and 14 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to approval of the Central Government (power delegated to Registrar of Companies), the consent of the members of the Company

be and is hereby accorded to change the name of the Company from **“Sadhana Nitro Chem Limited”** to **“SNCL Limited”** or any other name as may be approved by Central Government, Registrar of Companies and any other Regulatory Authority whether under Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name **“Sadhana Nitro Chem Limited”** wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name **“SNCL Limited”** or such other name as may be approved by the Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

**RESOLVED FURTHER THAT** Directors of the Company be and is hereby authorized to sign and execute all such letters, applications, forms and such other documents as may be required to be signed and submitted by the Company with the Ministry of Corporate Affairs or the Registrar of Companies as the case may be, and other concerned authorities and to do all such acts, deeds and things so as to effectively implement this resolution."

**2. To consider and approve Related Party Transaction for acquisition of Business of Spidigo Net Private Limited.**

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

**"RESOLVED THAT** pursuant the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and pursuant to recommendations of Audit Committee and consent accorded by the Board of Directors vide resolution passed in their respective meetings, the consent of the shareholders of the company be and is hereby accorded to takeover business of "**Spidigo Net Private Limited**", as per details as set out under Item No. 2 of the Statement annexed to this Postal Ballot Notice and that the Board of Directors be and is hereby authorized to perform and execute deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolutions and for the matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

**3. To consider and approve Related Party Transaction for acquisition of shares of Strix Wireless Systems Private Limited.**

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

**"RESOLVED THAT** pursuant the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and pursuant to recommendations of the Audit Committee and the consent accorded by the Board of Directors vide resolution passed in their respective meetings, the consent of the shareholders of the company be and is hereby accorded to acquire entire shares of "**Strix Wireless Systems Private Limited**" as per details as set out under

acquire entire shares of "**Strix Wireless Systems Private Limited**" as per details as set out under Item No. 3 of the Statement annexed to this Postal Ballot Notice and that the Board of Directors be and is hereby authorized to perform and execute deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolutions and for the matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

**4. Approval of giving loans/ guarantees or providing securities and/or making investments in terms of provisions 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 **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as **"the Board"** which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to give any loans to any person or any other body corporate and/or to make investment(s) or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas provided that aggregate amount of all loans or guarantees or providing any security or the acquisition of securities or any other investments shall not exceed Rs. 25 Crores (Rupees Twenty Five Crores only), over and above limits specified under Section 186 of the Companies Act, 2013 (i.e. exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

#### **FOR SADHANA NITRO CHEM LIMITED**

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**NITIN R. 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** : 12th February, 2018.

**Regd. Office:**

**SADHANA NITRO CHEM LIMITED**

**CIN:** L24110MH1973PLC016698

Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank)  
Mumbai - 400004

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

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

**Website:** www.sncl.com

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

**Item No :1**

The members are hereby informed that the Board of Directors at its meeting held on 19th January 2018, approved the proposal to change the name of the Company from Sadhana Nitro Chem Limited to "SNCL LIMITED or any other name as may be approved by Central Government, Registrar of Companies and any other Regulatory Authority whether under Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company as the current name restricts the scope of business activities.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The Board of Directors in its meeting held on 19th January, 2018 approved the change of name of the Company to SNCL Limited. As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

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

**Item No 2:**

The Board of Directors had, by a resolution passed at its meeting held on 19th January, 2018 has proposed to takeover business of Spidigo Net Private Limited which is a related party under section 2(76) of the Companies Act, 2013.

The Board wishes to diversify in other areas of Business, considers and sees the above-mentioned Companies a suitable option considering its market conditions and future growth.

The Board seeks your approval pursuant to provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**The Details of Transaction are as follow**

Name of Related Party	Spidigo Net Private Limited
Names of the Directors or Key Managerial Personnel who are related	Mr. Abhishek Asit Javeri, Mrs. Seema Asit Javeri and Mrs. Ami Abhishek Javeri
Nature of Relationship	Promoter and Directors relatives are Directors in the entity being acquired
Nature, material terms, monetary value and particulars of the Contract or Arrangement	Consideration will be through bank. The cost of acquisition for takeover of business will be finalised based on independent valuer's report, recommendation of Audit Committee, approval of the Board and the Shareholders in the General Meeting of the company subject to detailed due diligence.
Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Except Mr. Asit D. Javeri, Mr. Abhishek Asit Javeri, Mrs. Seema Asit Javeri and Mrs. Ami Abhishek Javeri, none of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**Item No 3:**

The Board of Directors had, by a resolution passed at its meeting held on 19th January, 2018 has proposed to acquire shares of "Strix Wireless Systems Private Limited" which is a related party under Section 2(76) of the Companies Act, 2013.

The Board wishes to diversify in other areas of Business, considers and sees the above-mentioned Companies a suitable option considering the market conditions and future growth.

The Board seeks your approval pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Related Party	Strix Wireless Systems Private Limited
Name of the Directors or Key Managerial Personnel who is related	Mr. Asit D. Javeri, Mr. Abhishek A. Javeri, Mrs. Seema Javeri and Mr. Nitin R. Jani
Nature of Relationship	Promoter, Directors relatives and Key Managerial Personal are Directors in the entity being acquired.
Nature, material terms, monetary value and particulars of the Contract or Arrangement	Acquisition of 100% Shares, Consideration will be through bank. The cost of acquisition will be finalised based on Independent Valuer's report, recommendation of Audit Committee, approval of the Board and the Shareholders in the General Meeting of the company subject to detailed due diligence.
Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Except Mr. Asit D. Javeri, Mr. Abhishek A. Javeri, Mrs. Seema A. Javeri, and Mr. Nitin R. Jani none of the Directors/Key Managerial Personnel and their relatives are interested in the said resolutions except to the extent of their shareholding, if any.

**Item No 4:**

The members are hereby informed that the Board of Directors intends to diversify the Business of the Company for this purpose the Company from time to time will propose to make investments in securities of bodies corporate/ entity.

With the expansion of the business of the company and diversification of the activities by venturing into a new line of business, it is hereby proposed to set a limit for advancing Loans and making Investments as envisaged under the provisions of Section 186 of Companies Act, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of (a) sixty percent of the paid up share capital, free reserves and securities premium account or (b) one hundred percent of free reserves and securities premium account.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**FOR SADHANA NITRO CHEM LIMITED**

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**NITIN R. 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** : 12th February, 2018.

**Regd. Office:**  
**SADHANA NITRO CHEM LIMITED**  
**CIN:** L24110MH1973PLC016698  
Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank)  
Mumbai - 400004

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

## NOTES:

1. A statement pursuant to Sections 102 and 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 on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 02nd February, 2018. 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)).
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 M/s. Link Intime India Pvt. Ltd(RTA). 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. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
7. In case of any queries, you may contact the Company at [sadhananitro@sncl.com](mailto:sadhananitro@sncl.com) or contact the Link Intime India Private Limited (RTA), at [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) or at the following address: Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank) Mumbai - 400004

## 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 from ("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 Saturday, 17<sup>th</sup> February, 2018 at 09:00 A.M and ends on Sunday, 18<sup>th</sup> March, 2018 at 05:00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Friday, 02<sup>nd</sup> February, 2018 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.

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.

## 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
  - 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).Physical User Reset Password?
  - b) ”(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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.

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 kumudiniparanjape@mmjc.in with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- Ms. Kumudini Bhalerao, Practicing Company Secretary (Certificate of Practice Number 6690) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
  - The results will be declared before Tuesday, 20<sup>th</sup> March, 2018. The results declared alongwith the Scrutinizer's Report will be placed on the website of the Company www.sncl.com and on the website of NSDL and communicated to the Bombay Stock Exchange Ltd.

#### **FOR SADHANA NITRO CHEM LIMITED**

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**NITIN R. 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** : 12th February, 2018.

**Regd. Office:**

**SADHANA NITRO CHEM LIMITED**

**CIN:** L24110MH1973PLC016698

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