



SADHANA NITRO CHEM LIMITED

Regd. Office: Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank), Mumbai – 400 004

CIN: L24110MH1973PLC016698 Website: www.sncl.com

Tel .022.23822524 Fax 022.23887235 E-Mail : sadhananitro@sncl.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

NOTICE is hereby given that, pursuant to Section 110 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, the resolutions appended below are proposed to be passed by way of Postal Ballot / e-voting.

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

1. Sale of substantially whole part of the undertaking of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 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”) and any other applicable laws and provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded for Sale of Residential Colony comprising of 107 Gunthas or thereabouts situated at Village Bhuvaneshwar, Taluka Roha together with two buildings comprising of residential flats having total built-up area of 10391.25 Sq. Ft. or thereabout and/or free hold land adjoining Factory MIDC Land admeasuring about 5 Acres which constitutes substantially the whole of the undertaking of the Company at Roha, as per the Audited Balance Sheet of the Company as at 31st March 2015.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise without being required to seek any fresh approval of the Members of the Company and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board 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.”

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Mumbai – 400 004
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By Order of the Board of Directors
For Sadhana Nitro Chem Limited

Asit D. Javeri
Chairman & Managing Director
DIN : 00268114

Place: Mumbai
Date: 16th April, 2015

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

Item No:1

In order to improve the liquidity position of the Company, it is proposed to Sale its Residential Colony comprising of 107 Gunthas or thereabouts situated at Village Bhuvaneshwar, Taluka Roha together with two buildings comprising of residential flats having total built-up area of 10391.25 Sq. Ft. or thereabout and/or free hold land adjoining Factory MIDC Land admeasuring about 5 Acres (hereinafter referred to as “non-operative assets”). As per the Audited Balance Sheet of the Company as at 31st March 2015, the value of these non-operative assets constitutes more than 20% of the entire Undertaking of the Company situated at Roha. Hence, the sale of these non-operative assets shall be deemed to be a sale of substantially the whole of the undertaking of the Company (i.e., the Undertaking situated at Roha). As per section 180(1)(a) of the Companies Act 2013, any sale of the whole or substantially the whole of the undertaking of the Company shall require approval of shareholders by way of postal ballot. Hence, the Directors recommend this resolution for your approval.

None of the Directors, KMPs and their relatives are deemed to be concerned or interested in the said resolution.

Your directors, therefore, recommend this resolution and appeal you to uphold the same by means of Postal Ballot including e-voting.

NOTES TO THE NOTICE :

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Act setting out materials facts are appended to the Notice
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL/CDSL as on 26/06/2015 (Cut-off date) and the voting rights shall be reckoned accordingly
3. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can also be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.sncl.com>
4. The Board has appointed Mrs. Kumudini Paranjape, Partner of M/s. Makarand Joshi & Co., Company Secretaries as Scrutinizer for conducting postal ballot voting (including e-voting) process in a fair and transparent manner
5. In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically 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 ignored.** NSDL will be facilitating e-voting to enable the members to cast their votes electronically. **The e-voting period shall commence on 08/07/2015 (9:00 a.m.) and ends on 06/08/2015 (5:00 p.m.).** The detailed procedure of e-voting is appended on the back of the Postal Ballot Form
6. The members are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent or dissent therein and return the form duly completed, in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 p.m.) on 06/08/2015. The Postal Ballot Form received thereafter will be treated as not to have been received. The Scrutinizer will submit his report after completion of the scrutiny of the Postal Ballot Forms (including e-voting) not later than by 10/08/2015 and the result of the Postal Ballot (including e-voting) will be announced not later than by 11/08/2015 at the Company's Registered Office at Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank), Mumbai – 400 004 and hosted on the website of the Company www.sncl.com
7. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution
8. The date of declaration of the result shall be deemed to be the date of passing of the said resolution



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POSTAL BALLOT FORM

Sr no:

- 1) Name and Registered Address : NAM1
of the Sole/First named NAMEEXT
Shareholder ADD1
ADD2
ADD3
CITY PNCD
- 2) Name(s) of the Jt. Holder(s) (if : NAM2
any) NAM3
- 3) Registered Folio No. / : FOLIO
DP ID No. and Client ID No.
- 4) Number of Shares(s) held : LTBL
- 5) 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 the Notice of Postal Ballot dated 16th April, 2015 of Sadhana Nitro Chem Limited (the “Company”) by recording my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark in the appropriate box below :

Item No.	Resolution	No. of Shares	(For)	(Against)
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Sale of Non-operative Assets constituting substantially the whole part of the undertaking of the Company			

Place :

Date :

Signature

Note: Please read the instructions carefully before exercising your vote.

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Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password
		*

*USE YOUR PASSWORD SENT BY NSDL

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
3. The Board has appointed Mrs. Kumudini Paranjape, Partner of M/s. Makarand Joshi & Co., Company Secretaries as Scrutinizer for conducting postal ballot voting (including e-voting) process in a fair and transparent manner.
4. The Postal Ballot should be completed and signed (as per specimen signature registered with the Company) by the Member. In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member and so on. In case of shares held by the Company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/Authorisation.
5. Unsigned, incomplete or incorrectly ticked/signed Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
7. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 06/08/2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 26/06/2015.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company's Registrar & Transfer Agent, M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai 400 078 or on Tel : +91-22-25963838 / E-mail : rnt.helpdesk@linkintime.co.in.

11. Voting through electronic mode :

The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The detailed procedure for e-voting:-

- 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; The said PDF file contains your user ID and password/PIN for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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. 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 with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [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 Notice of Postal Ballot :

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.
- II. 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 or call on toll free no. : 1800-222-990
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. 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).
 - V. The e-voting period shall commence on 08/07/2015 (9:00 a.m.) and shall end on 06/08/2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26/06/2015, may cast their vote electronically in the manner and process set out herein above. The 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.
 - VI. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to snclshare@sncl.com by mentioning their Folio / DP ID and Client ID No.