



# Shentracon Chemicals Limited

REGD. OFFICE :

6A, KIRAN SHANKAR ROY ROAD, 3RD FLOOR, KOLKATA-700 001, PHONE : 2248-9731, 2248-9538, FAX : - 91 33 2248-4000  
EMAIL : investor@shentracon.com, Website : www.shentracon.com  
CIN : L24299WB1993PLC059449

Date: 03<sup>rd</sup> January 2025

Dept of Corporate Services (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Dept. of Corporate Services The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
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Dear Sir,

Subject: Postal Ballot notice – Regulation 30 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015

Ref: Scrip Code BSE- 530757 & CSE-29095

Further to our letter dated 27/12/2024 and Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We are enclosing herewith the Notice of Postal Ballot dated 27/12/2024 for seeking approval of Member of the Company by way of Special Resolutions, by postal ballot through electric means (remote e-voting) only.

In compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), the Notice of Postal Ballot is being dispatched to all the Members through electronic mode, whose e-mail addresses are registered with the Depository Participants/the Company/the Registrar and Share Transfer Agent of the Company ("Link Intime") as on the cut-off date i.e. Tuesday, 31<sup>st</sup> December, 2024. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The hard copy of the Notice of Postal Ballot along with Postal Ballot Form and the pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Company has engaged the services of Central Depository Services Limited ("CDSL") for providing remote e-voting facility.

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6A, KIRAN SHANKAR ROY ROAD, 3RD FLOOR, KOLKATA-700 001, PHONE : 2248-9731, 2248-9538, FAX : +91 33 2248-4000  
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The remote e-voting period commences on Tuesday, 7<sup>th</sup> January, 2025 (9.00 a.m. IST) and ends on Wednesday, 5<sup>th</sup> February, 2025 (5.00 p.m. IST). The Postal Ballot Notice is also being uploaded on the Company's website <https://www.shentracon.com> and on the website of CDSL at <https://www.evotingindia.com>.

This intimation is also available on the website of the Company at <https://www.shentracon.com>

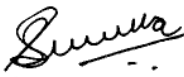
The Equity shareholders whose names will appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as well as the Company's Registrars as on 31.12.2024 ("the Cut-Off Date") shall be entitled to vote on the transacted business.

The Notice of Postal Ballot along with the instructions on Remote E-voting will be circulated to the equity shareholders of the Company and will also be uploaded in the Company's website as well as in the websites of BSE Ltd., and Calcutta Stock Exchange.

Kindly take the same on records,

Yours faithfully,

For Shentracon Chemicals Limited

  
Sanjay Sureka  
Director  
DIN:00491454



# Shentracon Chemicals Limited

Regd. Office : 6A, Kiran Sankar Roy Road, 3<sup>rd</sup> Floor, Kolkata 700 001, Tel. No. +91 33 2248 9731/9538

Email: [investor@shentracon.com](mailto:investor@shentracon.com); Website: [www.shentracon.com](http://www.shentracon.com)

(CIN: L24299WB1993PLC059449)

## NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Shareholder(s),

Notice is hereby given to the Members of Shentracon Chemicals Limited ('the Company') pursuant to the relevant provisions of Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment, modification thereto or any reenactment thereof for the time being in force), General Circular No. 09/2023 dated 25th September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and as amended from time to time), that the Special Resolutions as set out in this Postal Ballot Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only as hereunder-

**ITEM NO. 1: VARIATION OF PREFERENCE SHAREHOLDER RIGHTS BY CONVERSION RIGHTS AND PREMATURE REDEMPTION**

**ITEM NO.2: RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

**ITEM NO. 3: ISSUE OF REDEEMABLE PREFERENCE SHARES**

Please be informed that the results of the postal ballot will be declared during an Extraordinary General Meeting (EGM) scheduled for Thursday, February 06, 2025 at 3:00 P.M. This notice serves as the official notice of the EGM, convened in accordance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The sole purpose of the said meeting is to announce the results of the postal ballot, with no additional agenda items for this EGM-specific meeting. Subject to receiving the requisite number of favorable votes, the resolutions outlined in the postal ballot notice will be considered approved as of the date of the EGM.



The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out the relevant material facts and the reason for the proposed Resolution is appended herewith this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules framed thereunder and the applicable MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice, postal ballot forms and pre-paid business envelopes are not being sent to Members for this Postal Ballot physically. The Notice is being sent only through electronic mode to those Members whose email address is registered with the Company/RTA/Depository Participant(s)/ Depositories. The details of the procedure to cast the vote forms part of this Notice.

The Board has vide circular resolution passed on 27.12.2024 appointed Mr. Mohan Ram Goenka, (FCS No.: 4515 and CP No.:2551) of M/s. M. R. & Associates, Practicing Company Secretaries, Kolkata, who had given his consent to act as the Scrutinizer for conducting Postal Ballot /e-voting process in a fair and transparent manner. The Scrutinizer's decision in the validity of the Postal Ballot shall be final.

Your Company is pleased to provide Electronic Voting (hereinafter referred to as "e-voting") facility to its Members, to enable them to cast their vote electronically. The Company has engaged the services of M/s. Central Depository Services Limited (CDSL), for facilitating e-voting. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out under the section "**General information and instructions relating to e-voting**" of this Notice.

The members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, 31.12.2024 ("the cut-off date") shall be entitled to vote on the appended Resolutions. The e-voting period commences on Tuesday, 07.01.2025 (9:00 A.M.) and ends on Wednesday, 05.02.2025 (5:00 P.M.) ("voting period"). A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

Upon expiry of the voting period, the e-voting module shall be disabled by CDSL. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

The last date of e-voting, i.e. Wednesday, 05.02.2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. Further, resolutions passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman in writing after completion of scrutiny of the postal ballots (through the e-voting process). The results shall be declared by the Chairman or a person authorized by him on or before Thursday, 06.02.2025. The result would be displayed at the Registered Office of the Company and shall be made



available on the Company's website [www.shentracon.com](http://www.shentracon.com) and communicated to BSE Limited ("BSE"), and CDSL.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility provided by the Company.

Special Business:

**ITEM NO. 1: VARIATION OF PREFERENCE SHAREHOLDER RIGHTS BY CONVERSION RIGHTS AND PRE-MATURE REDEMPTION**

To consider, and if thought fit, to pass with or without modification, the following Resolution, as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions contained in Section 48 of the Companies Act 2013 read with the relevant rules, as applicable and all other enabling provisions of the Articles of Association of the Company and the applicable laws, rules, regulations, guidelines, as may be required in accordance, upon the consent of the both classes of preference shareholders of the Company, the equity shareholders do hereby approve the variation of conversion rights of 10% 344,743 cumulative convertible redeemable preference shares (CCRPS) of ₹50 each and 13.50% 10,00,000 cumulative redeemable preference shares (CRPS) of ₹10 each (jointly hereinafter referred to as the both the classes of preference shares of the company) to cumulative non-convertible redeemable preference shares.

**RESOLVED FURTHER THAT** the redemption terms and conditions of the both classes of preference shares of the company be and are hereby amended as follows which has been consented by both the classes of preference shareholders:

*"The CCRPS and CRPS preference shares shall be redeemed at a pre-mature date before the end of the Financial Year 2024-2025, as per the following terms:*

1. *10% Cumulative Convertible Redeemable Preference Shares (CCRPS):  
344,743 shares of nominal value of ₹50/- each shall be redeemed for a full and final settlement amount of Rs. 53/- per share.*
2. *13.50% Cumulative Redeemable Preference Shares (CRPS):  
1,000,000 shares of nominal value ₹10/- each shall be redeemed for a full and final settlement amount of Rs. 12/- per share."*

**RESOLVED FURTHER THAT** the said preference shares shall be redeemable at pre-matured date, i.e., before the end of the Financial Year 2024-2025, subject to the receipt of the proceeds from the fresh issue of new preference shares proposed to be allotted before the end of the Financial Year 2024-2025.

**RESOLVED FURTHER THAT** except the variation of conversion and redemption rights and amount of each class of the existing preference shareholder, all the terms and condition of each class of preference share remains the same as per their original terms and conditions individually at the time of their issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may, in its absolute



discretion, deem necessary, proper, desirable or expedient for the said matter and to resolve and settle all questions, difficulties or doubts that may arise in regard to the it, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit."

#### **ITEM NO. 2 :SPECIAL BUSINESS**

To consider, and if thought fit, to pass with or without modification, the following Resolution, as a **Special Resolution**:

#### **RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable Rules (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) or any other applicable laws for the time being in force and the enabling provisions of the Articles of Association of the Company and subject to such approvals, consent, permissions and sanction if any, as may be required from the concerned statutory, regulatory and other appropriate authorities under any other Law for the time being in force, consent of the members be and is hereby accorded to reclassify or change the nomenclature of the Authorized Preference Share Capital of the Company from existing 9,00,000 (Nine lacs), 10% cumulative convertible redeemable preference shares of Rs. 60/- (Rupees sixty) each and 10,00,000 (Ten lacs), 13.5% cumulative redeemable preference shares of Rs. 10/- (Rupees ten) each into Rs. 6,40,00,000/- (Rupees Six Crores Forty Lakhs Only) comprising of 19,00,000 (Nineteen Lakh Only) Cumulative Non-Convertible Redeemable Preference Shares.

**"RESOLVED FURTHER THAT** pursuant to provisions of Sections 13, and other applicable provisions, if any of the Companies Act, 2013 (the "Act"), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

"(V). The Authorised Equity Share Capital of the Company is Rs. 11,50,00,000/- (Rupees eleven crores fifty lacs) divided into 51,00,000 (Fifty-One Lakhs) equity shares of Rs. 10/- (Rupees Ten) each, and Authorised Preference Share Capital of Rs. Rs. 6,40,00,000/- (Rupees Six Crores Forty Lakhs Only) comprising of 19,00,000 (Nineteen Lakh Only) Cumulative Non-Convertible Redeemable Preference Shares. The Company has and shall have the power to fix face value and coupon rate of the shares as per the provisions of the Act, increase or reduce the Capital, to divide the Share Capital into several classes of shares and stock and to attach thereto such preferential, qualified or special rights, privileges or obligations as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the regulations of the Company."

**"RESOLVED FURTHER THAT** any Director(s) of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required and to perform all such acts, deeds, matters and things as may be deemed proper necessary, or expedient, including



filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

### **ITEM NO. 3 :SPECIAL BUSINESS**

To consider, and if thought fit, to pass with or without modification, the following Resolution, as a **Special Resolution**:

#### **ISSUE OF REDEEMABLE PREFERENCE SHARES**

**"RESOLVED THAT** pursuant to the provisions of Section 42, 55 and 62 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other rules made thereunder (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such approvals, consent, permissions and sanction if any, as may be required from the concerned Authorities under any other Law for the time being in force, consent of the members be and is hereby accorded to offer, issue and allot 6,06,000 (Six Lakh Six Thousand Only) 10% Cumulative Non-Convertible Redeemable Preference Shares (herein after referred to as "CNCRPS") of Rs. 50/- (Rupees Fifty Only) each at par on a Private placement basis through Private Placement Offer for consideration in cash, in dematerialised form to such person or persons and in such proportion as set out in the Explanatory Statement annexed to the Notice convening this meeting and record of private placement offer letter maintained in Form PAS 5 and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto with such terms and conditions as set out in the statement annexed to the Notice convening this meeting and on such terms and conditions as the Board may think fit for the purpose of redemption of the existing preference shares of the company in accordance with Section 55(2)(a) of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** subject to applicable laws, each Preference share shall:

- a. carry a preferential right vis-a-vis Equity shares of the company with respect to payment of dividend and repayment in case of a winding up or repayments of capital;
- b. shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid
- c. the payment of dividend shall be on cumulative basis
- d. shall be Non-convertible and be compulsorily redeemable
- e. have voting rights only in respect of certain matters as per the relevant provisions of the Companies Act 2013 in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;
- f. shall be redeemed on or before the end of 20 years of the issue at Rs. 50 or Fair Price to be calculated by independent valuer at the time of redemption whichever is higher
- g. shall carry a coupon rate of 10% compounded annually;



**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby severally authorized, in its entire discretion, to sign all necessary documents and to take all necessary steps and to do all such things and give all such directions, including of filing of necessary forms and documents with the appropriate authorities in this regard and to do all such acts, deeds and things as may be ancillary or incidental thereto to give effect to this resolution and all actions and decisions taken by the Board in connection with any matter referred to or contemplated in the said resolution be and is hereby approved, ratified and confirmed."

Place: Kolkata  
Date: 27.12.2024

By order of the Board

For Shentracon Chemicals Limited



*Sanjay Sureka*

Sanjay Sureka  
Director  
DIN No.00491454



**Notes:**

1. The statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 stating all material facts and thereason /rationale for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members/ Register of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (together "Depositories") as on Tuesday, 31.12.2024 ("Cut-off Date"). A person who is not a member as on the Cut-offDate should treat this Postal Ballot Notice for informational purposes only.
3. The manner of voting on the proposed resolution(s) is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. The Resolution, if passed by requisite majority through e-voting, will be deemed to have been passed on the last date specifiedfor e-voting i.e. Wednesday, 05.02.2025. Further, resolutions passed by the members through this postal ballot process willbe deemed to have been passed as if they are passed at a General Meeting of the Members.
5. Members may please note that the Postal Ballot Notice and the Results will also be available on the Company's website at [www.shentracon.com](http://www.shentracon.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL. The results of the e-voting, with details of the number of votes cast for and against the resolution, invalid votes and whether theresolution has been carried or not shall also be displayed on the Notice board of the Company at its Registered Office atKolkata.
6. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or Governing Body Resolution/Authorization etc., authorizing their representative to vote on theirbehalf. The said Resolution/Authorization should be sent to the Scrutinizer by email at his email address [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) and at the registered email address of the Company at [investor@shentracon.com](mailto:investor@shentracon.com)



8. As per the provisions of Section 72 of the Act, the facility for making/verifying/cancelling of nomination is available to individuals holding shares in the Company. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members want to verifying/cancelling thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debenture) Rules, 2014 (as amended) for the purpose. The forms can be obtained from M/s. CB Management Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company or from the website of the Ministry of Corporate affairs at [www.mca.gov.in](http://www.mca.gov.in). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. CB Management Services Pvt. Ltd., in case the shares are held in physical form.
9. Members are requested to immediately notify any change in their name, address, email address, telephone/ mobile no., Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar Share Transfer agent of the Company M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019 in case the shares are held by them in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the Registrars and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investors@shentracon.com](mailto:investors@shentracon.com) along with the copy of the signed request letter mentioning the Folio No., name and address of the Member along with scanned copy of the share certificate (front/back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. For any further clarification, the shareholders may send requests to the Company's investor email id: [investors@shentracon.com](mailto:investors@shentracon.com).
12. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent, M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019.



13. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s. CB Management Services Pvt. Ltd, the Registrars and Share Transfer Agents, in case the shares are held by them in physical form.

Accordingly, the Company sends all communication including the Notice in electronic form to all Members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested. Shareholders holding shares in physical form are requested to register/update their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. C. B. Management Services Private Limited at [rtat@cbmsl.com](mailto:rtat@cbmsl.com) or to us on [investor@shentracon.com](mailto:investor@shentracon.com)

14. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting by e voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or any other person authorized by him in writing.
15. The results of voting (including e-voting or otherwise) shall be aggregated and declared on or after the Annual General Meeting of the Company. The results of the e-voting and ballot paper shall be aggregated and declared not later than 48 (Forty eight) hours of conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.shentracon.com](http://www.shentracon.com) and on the website of CDSL <https://www.evotingindia.com> immediately and communicated to BSE & CSE Limited.
16. Please be informed that the results of the postal ballot will be declared during an Extraordinary General Meeting (EGM) scheduled for Thursday, February 06, 2025 at 3:00 P.M. This notice serves as the official notice of the EGM, convened in accordance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The sole purpose of the said meeting is to announce the results of the postal ballot, with no additional agenda items for this EGM-specific meeting. Subject to receiving the requisite number of favorable votes, the resolutions outlined in the postal ballot notice will be considered approved as of the date of the EGM.
17. In case of any queries/grievances relating to e-voting process, the Members may contact Central Depository Services Limited, 22, Camac Street, Block-A, 1st Floor, Kolkata-16, at e-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), at Toll Free No. 1800-200-5533 who will address the grievances connected with the electronic voting. Members may also write to the Company Secretary at [investor@shentracon.com](mailto:investor@shentracon.com) or Registered Office address.



**PROCEDURE & INSTRUCTIONS FOR ARE AS FOLLOWS:**

**A. VOTING THROUGH ELECTRONIC MEANS):**

1) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rule made thereunder, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and MCA Circular read with SEBI Circular, the Company has provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform.

2) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 A.M. (IST) on Tuesday07.01.2025	Up to 5:00 P.M. (IST) on Wednesday05.02.2025

3) 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, i.e. Tuesday,31.12.2024 only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut- off date should treat this notice for information purpose only.

4) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

5) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

6) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of Tuesday, 31.12.2024 may obtain their user ID and Password for e-voting and Company's Registrars & Transfer Agent, C.B. Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 (Ph. No. 033 – 22806692/4011 6700/22823643/22870263 Fax No. 91 – 033 – 4011 6739).

7) The details of the process and manner for remote e-voting are explained herein below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further



	<p>authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-Voting.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with</p>



through their Depository Participants	NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk Detail
Individual Shareholders holding securities in Demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

8) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- i) The shareholders should log on to the e-voting website <https://www.evotingindia.com>.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
  - (1) For CDSL: 16 digits beneficiary ID,
  - (2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (3) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](https://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user, follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB).	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant Shentracon Chemicals Limited on which you choose to vote.
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



**xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

○ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www. evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [goenkamohan@hotmail.com](mailto:goenkamohan@hotmail.com) or [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) and to the Company at [investor@shentracon.com](mailto:investor@shentracon.com) or to M/s. C. B. Management Services Private Limited, Registrar & Share Transfer Agent of the company at [atrta@cbmsl.com](mailto:atrta@cbmsl.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xviii) If you have any queries or issues regarding Postal ballot M & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

**B. PROCEDURE FOR INSPECTION OF DOCUMENTS:**

- All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection and shall be made available over email on making a request to the Company through your registered Email ID on [investors@shentracon.com](mailto:investors@shentracon.com), quoting your name, demat account number / folio number, mobile number.
- Scanned copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of The Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting. Members who want to inspect such documents can mail the request to [investors@shentracon.com](mailto:investors@shentracon.com).
- Members seeking any information with regard to the accounts or any matter of this notice, are requested to write to the Company on or before 29.01.2025 through email on [investors@shentracon.com](mailto:investors@shentracon.com). The same will be replied by the Company suitably.
- The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of





seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividend remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. However, it may be noted that there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

### **C. GENERAL INFORMATION FOR SHAREHOLDERS**

- 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 the PAN to the Depository participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.
- Pursuant to section 72 of The Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the Registrar and Share Transfer Agents (RTA). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically. Members who wish to register their e-mail id can download the green initiative form from the Company's website [www.shentracon.com](http://www.shentracon.com).
- The Company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/COP No. 2551), Partner, MR & Associates, Company Secretaries, Kolkata, to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.shentracon.com](http://www.shentracon.com) and on the notice board of the Company at its registered office and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of EGM i.e. Thursday, 06.02.2025.
- Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019. Presently the Members are not able to demat their shares due to suspension on company equity on BSE. Once the company get listing



approval from BSE and get the ISIN from depositories the member will request to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates.

### **Statement pursuant to Section 102 of the Companies Act, 2013**

In compliance with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Resolution proposed in the Notice:

#### **Item No. 1**

#### **Variation of Rights of Preference Shareholders by Conversion and Premature Redemption**

The Company has issued the following classes of preference shares in the past:

- a) 344743 10% cumulative convertible redeemable preference shares of ₹50 each; and
- b) 1,000,000 13.5% cumulative redeemable preference shares of ₹10 each.

As part of the Company's financial strategy and in light of its operational requirements, it is proposed to:

Amend the conversion rights attached to the both classes of preference shares, modifying them into non-convertible redeemable preference shares as per the terms given below:

- 1. 10% Cumulative Convertible Redeemable Preference Shares (CCRPS):  
344,743 shares of nominal value of ₹50/- each shall be redeemed for a full and final settlement amount of Rs. 53/- per share.
- 2. 13.50% Cumulative Redeemable Preference Shares (CRPS):  
1,000,000 shares of nominal value ₹10/- each shall be redeemed for a full and final settlement amount of Rs. 12/- per share."

The aforesaid preference shares shall be redeemed at pre-matured date out of the proceeds of fresh issue of preference shares proposed to be allotted on or before the end of Financial Year 2024-25 pursuant to Section 42 and Section 55 of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

#### **Rationale for the Proposal**

The proposed variation in rights is intended to align the Company's financial structure with its current operational requirements and market conditions.



Conversion of the convertible preference shares into non-convertible preference shares will simplify the Company's capital structure. Premature redemption of the preference shares will allow the Company to optimize its financial obligations, leveraging proceeds from the fresh issue of preference shares. Due to the losses incurred in the company the company is proposing the final settlement of the redemption of 10% Cumulative Convertible Redeemable Preference Shares (CCRPS) of nominal value of ₹50/- each at Rs. 53/- per share only and 13.50% Cumulative Redeemable Preference Shares (CRPS) of nominal value ₹10/- each at final settlement amount of Rs. 12/- per share only.

The Special Resolution is proposed pursuant to the provisions of Sections 48 of the Companies Act, 2013 and consent of at least three fourth of the total preference shareholders is required to give effect to the proposed resolution. The Board of Directors accordingly recommends the resolution set out at in the accompanying Notice for approval of the Members.

#### **Impact on Preference Shareholders**

The proposed changes will not adversely affect the rights of preference shareholders as other terms and conditions of the shares will remain unchanged, except for the aforesaid variation in conversion rights and the revised redemption timeline and amount.

#### **Approval Required**

In addition to the approval of the preference shareholders, the resolution is subject to obtaining the consent of equity shareholders as required under Section 48 of the Companies Act, 2013.

#### **Board's Recommendation**

The Board of Directors recommends the resolution for approval by the preference shareholders as it is in the best interest of the Company and its stakeholders.

Copies of the Memorandum and Articles of Association of the Company and other relevant documents are available for inspection by members during business hours on any working day.

None of the Directors, Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution, except and to the extent of their shareholdings, if any, in the Company.

#### **ITEM NO. 2**

The current authorized share capital of the Company includes 9,00,000 (Nine Lakhs) 10% cumulative convertible redeemable preference shares of ₹60 each and 10,00,000 (Ten Lakhs) 13.5% cumulative redeemable preference shares of ₹10 each. To streamline the preference share capital structure and align it with the Company's operational and financial requirements, and as per the matter in Item No. 1, it is proposed to reclassify the authorized preference share capital into a unified category of 19,00,000 (Nineteen Lakh) Cumulative Non-Convertible Redeemable Preference Shares, aggregating to ₹Rs. 6,40,00,000/- (Rupees Six Crores Forty Lakhs Only)



The reclassification requires an amendment to the Capital Clause (Clause V) of the Memorandum of Association (MOA).

The amendment is in accordance with the provisions of Article 52 of Articles of Association, Section 13 and other applicable provisions of the Companies Act, 2013, and requires shareholders' approval by way of a special resolution.

The Board recommends the resolution for your approval.

A Copy of the Memorandum & Articles of Association and relevant documents are available for inspection at the registered office of the Company during normal business hours and on all working days except Saturday and National Holidays.

None of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the aforesaid resolution except and to the extent of their shareholdings, if any, in the above Company and increase / alteration in authorized share capital is for the benefit of the stakeholders and overall development of the Company as a whole.

**ITEM NO. 3 :**

In terms of Sections 42, 55 read with the Companies (Issue of Shares and Debentures) Rules, 2014, any issue of preference shares is required to be approved by members by passing special resolution

As per Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Further, Rule 9(1) (a) of Companies (Share Capital and Debentures) Rules, 2014 requires issuance of preference shares to be authorized by passing a special resolution in the general meeting of the company.

The Company is conducting issue of preference shares on a private placement basis, by offering preference shares to identified investor(s). The Company proposes to create, issue and allot up to 6,06,000 (Six lakhs Six Thousand) cumulative, non-convertible compulsorily redeemable, preference shares of Rs.50/- (Rupees Fifty) each to such investor(s) on a preferential / private placement basis in dematerialised form.

Disclosures under Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is detailed as below.

Sl. No.	Particulars	Response
1	Particulars of the offer including date of passing of Board Resolution	The Board of Directors had proposed to offer, issue and allot 6,06,000 (Six Lakh Six Thousand Only) Cumulative Non Convertible Redeemable Preference Shares (herein after referred to as "CNCRPS") of Rs. 50/- (Rupees Ten Only) each on a Private placement basis through Private Placement Offer for consideration in cash, to Proposed List of Allottees as given in separate table below.
2	Kinds of Securities offered and the price at which security is being offered	Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 50/- (Rupees Fifty only) each for cash at par.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The issue price is determined at Rs. 50/- (Rupees Fifty only) per Share on the basis of the value of undertaking derived by the valuation report of a Registered Valuer.



4	Name and address of valuer who performed valuation	The valuation of the Undertaking been carried out by Priyanka Singh Registered Valuer, [Reg:-IBBI/RV/05/2021/14362] having its office at A-17, First Floor, Swasthya Vihar, Vikas Marg, Delhi – 110092.
5	Amount which the Company intends to raise by way of such Securities	Rs. 3,03,00,000 (Rupees Three Crores Three Lakhs only)
6	Material terms of raising such Securities, proposed time schedule, purposes or objects of offer, contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects principle terms of assets charged as Securities.	<p><u>Material terms</u> The Company has proposed to offer, issue and allot 6,06,000 CNCRPS of face value of Rs. 50/- (Rupees Fifty only) each for cash at par for a total consideration of Rs. 3,03,00,000 (Rupees Three Crores Three Lakhs only) on a Private placement basis through Private Placement Offer for consideration in cash, to Proposed List of Allottees as given in separate table below.</p> <p><u>Proposed time schedule</u> Allotment shall be completed within 60 days of the receipt of the share application money, as per the provisions of Section 42 of the Companies Act, 2013 (Private Placement of Securities) and; The exact dates shall be specified in the private placement offer application/disclosure document issued pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014.</p> <p><u>Objects of Offer</u> This Issue of preference shares (CNCRPS) is for the purpose of redeeming the existing preference shares in the company amounting to Rs. 2,72,37,150.</p> <p><u>Contribution being made by the Promoters or Directors</u> Nil</p> <p><u>Principle terms of assets charged as Securities</u> Not applicable</p>

#### List of Proposed Allottees

Name	No of Pref. Shares	F.V.	Value
RAMESHKUMAR JAIN HUF	30000	50	15,00,000.00
Suresh Jain HUF	30000	50	15,00,000.00
DINESH CHANDRA JAIN HUF	30000	50	15,00,000.00
PRAKASHCHANDRA JAIN HUF	30000	50	15,00,000.00
Bhavesh Vora HUF	30000	50	15,00,000.00
Anju Akshay Shah	16000	50	8,00,000.00
Akshay Shah HUF	30000	50	15,00,000.00
Harsh Jain	30000	50	15,00,000.00
Deepak Kharwad HUF	30000	50	15,00,000.00



Babulal Kharwad HUF	30000	50	15,00,000.00
Anil Jain HUF	30000	50	15,00,000.00
Nilesh Makwana	30000	50	15,00,000.00
Nilesh Makwana HUF	30000	50	15,00,000.00
Jubin Gada	30000	50	15,00,000.00
DRISHYA ADVISORY LLP	200000	50	1,00,00,000.00
Total	606000		3,03,00,000.00

Given below is a statement of disclosures as required under the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Preference Shares

Sl. No.	Particulars	Response
1	Objectives of the issue	This Issue of preference shares (CNCRPS) is for the purpose of redeeming the existing preference shares in the company for an amount of Rs. 3,02,71,379.
2	the size of the issue and number of preference shares to be issued and nominal value of each share / The total number of shares to be issued and nominal value of each share	6,06,000 (Six Lakhs Six Thousand Only) CNCRPS of Rs. 50/- (Rupees Fifty Only) aggregating to Rs. 3,03,00,000/- (Three Crore Three Lakhs Only)
3	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible	Cumulative, Non-Convertible, Non- Participating, Redeemable
4	the manner of issue of shares	Private Placement for consideration in cash
5	the price at which such shares are proposed to be issued / allotment is proposed	The Preference Shares are proposed to be issued (at par) at face value i.e., at Rs. 50 (Rupees Fifty) each.
6	Basis on which the price has been arrived at	The issue price is determined at Rs. 50/- (Rupees Fifty only) per Share on the basis of the value of undertaking derived by the valuation report of a Registered Valuer.
7	the terms of issue, including terms and rate of dividend on each share, etc.;	Each Preference share shall: <ul style="list-style-type: none"> <li>a. carry a preferential right vis-a-vis Equity shares of the company with respect to payment of interest and repayment in case of a winding up or repayments of capital;</li> <li>b. shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;</li> <li>c. the payment of dividend shall be on cumulative basis;</li> <li>d. shall be Non-convertible and be compulsorily redeemable;</li> <li>e. have voting rights only in respect of certain matters as per the relevant</li> </ul>



		provisions of the Companies Act 2013 in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013; f. shall be redeemed on or before the end of 20 years of the issue at Rs. 50 or Fair Price to be calculated by independent valuer at the time of redemption whichever is higher g. shall carry a coupon rate of 10% compounded annually;	
8	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The Preference shares shall be redeemed on or before the end of 20 years of the issue at Rs. 50 or Fair Price to be calculated by independent valuer at the time of redemption whichever is higher.  The Preference Shares proposed to be allotted are Non- Convertible Preference shares.	
9	the manner and modes of redemption	The Preference Shares shall be redeemed on or before the end of 20 years of the issue at Rs. 50 or Fair Price to be calculated by independent valuer at the time of redemption whichever is higher and in pursuance of Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014	
10	the expected dilution in equity share capital upon conversion of preference shares.	As the CNCRPS proposed to be allotted are non-convertible, there will be no dilution in equity shares of the Company	
11	Class or classes of persons to whom the allotment is proposed to be made	Allotment is made to proposed list of allottees	
12	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	No Promoters, Directors or Key Managerial Personnel will subscribe to the offer	
13	Proposed time within which the allotment shall be completed	30 days from the date of the offer	
14	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	The proposed allottee shall held 100% of Cumulative redeemable non-convertible preference shares issued by the Company	
15	Change in control, if any, in the Company that would occur consequent to the preferential offer	The ultimate holding shall vest in the hands of the proposed subscriber.	
16	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of Securities as well as price	None	
17	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer	Not Applicable	
18	The current shareholding pattern of the company	As given below:	
		<b>No. of shares</b>	<b>% age</b>
Directors/Promoters and their relatives		27,17,343	61.23



NRIs/OCBs	-	-
Banks & Financial Institutions	-	-
Government	-	-
Body corporate	8,34,900	18.81
Others	8,85,900	19.96
<b>TOTAL</b>	<b>44,38,143</b>	<b>100.00</b>

Expected dilution in equity share capital upon conversion of preference shares	Not applicable as the Preference share will be non convertible.
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**19. Shareholding pattern of promoters and other classes of shares before and after the offer:-** The Company's existing shareholding pattern is as under:

Category	Pre Issue		Post Issue	
	No. of shares	% age	No. of shares	% age
Directors/Promoters and their relatives	27,17,343	61.23	27,17,343	61.23
NRIs/OCBs	-	-	-	-
Banks & Financial Institutions	-	-	-	-
Government	-	-	-	-
Body corporate	8,34,900	18.81	8,34,900	18.81
Others	8,85,900	19.96	8,85,900	19.96
<b>TOTAL</b>	<b>44,38,143</b>	<b>100.00</b>	<b>44,38,143</b>	<b>100.00</b>

The table shows the expected shareholding pattern of the Company upon consumption of the whole allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

The Board recommends the Special Resolution set forth in the Notice for approval of the Members.

Documents, if any, referred to or in relation to the Notice would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m.

As per Section 42, 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot 6,06,000 Cumulative Non-Convertible redeemable preference shares on a private placement basis to proposed list of allottee given in table in explanatory statement on such terms and conditions and manner as may be decided by the





Board, in its absolute discretion in the best interest of the Company. The resolution has accordingly been placed before the Preference shareholders for its approval and the Board recommends resolution to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out in the Notice except to the extent of their shareholdings in the Company, if any.

Place: Kolkata  
Date: 27.12.2024

By order of the Board

For Shentracon Chemicals Limited



  
Sanjay Sureka  
Director  
DIN No.00491454