

Shentracon Chemicals Limited

CIN: L24299WB1993PLC059449

Regd. Office 6A, Kiran Sankar Roy Road, Kolkata- 700 001

Phone: 2248-9731, Fax 2248 4000

Email: investor@shentracon.com, Website: www.shentracon.com

NOTICE

Notice is hereby given that the Twenty forth Annual General Meeting of the members of Shentracon Chemicals Limited will be held on Monday, 25th September, 2017 at 10.00 A.M. at the Registered office of the company 6A, Kiran Shankar Roy Road, 3rd Floor, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended as on 31st March 2017, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagdish Prasad Sureka (holding DIN: 00482176), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 139,141, 142 and all other appropriate provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014, including any statutory enactment or modification thereof and in accordance with the recommendation of the Audit Committee, M/s J. Khemani & Co Chartered Accountants, having Registration No. 322375E allotted by the Institute of Chartered Accountants of India (ICAI), who have given their consent and certificate in terms of Section 139(2) of the Companies Act 2013, be and is hereby appointed as Statutory Auditors of the Company from the conclusion of this 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting at a remuneration to be decided by the Board of Directors on recommendation of the Audit Committee and in consultation with the Auditor.”

SPECIAL BUSINESS:

4. Appointment of Mr. Chandi Das Chakraborty (DIN: 07688518) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chandi Das Chakraborty (DIN: 07688518), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 14, 2017 upon the recommendation made by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the

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Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, not liable to retire by rotation, commencing from February 14, 2017."

By Order of the Board
For **Shentracon Chemicals Limited**

Registered Office

6A, KIRAN SHANKAR ROY ROAD
KOLKATA – 700 001

sd/-

J. P. SUREKA

Director

(DIN: 00482176)

Place: Kolkata

Date: 14th August 2017

Notes:

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM, DULY COMPLETED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.***

A PROXY FORM IN FORM MGT-11 FOR THE AGM IS ENCLOSED HEREWITH. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business under Item No.4 of the Notice is annexed hereto and forms part of the Notice
3. Information on all the Directors proposed to be appointed/ re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing and Disclosure Requirements), 2015 and SS-2 are provided in the Annexure to this Notice.

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4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 19th September 2017 to Monday, 25th September, 2017 (both days inclusive) in connection with the Annual General Meeting.
 5. Members are requested to bring their copies of the Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and /or be made available at the meeting.
 6. Route-map to the venue of the Meeting is enclosed with the notice for the convenience of the members. Members may also note that the notice along with the route map will also be available on the website of the Company (www.shentracon.com) for download.
 7. Members desirous of getting any information on the accounts or operations of the Company is requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
 8. The relevant documents are available for inspection by the members of the company at the registered office from 10.30 am to 12.30 pm on any working day, except Saturdays and Sundays up to the date of the Annual General Meeting.
 9. Members are requested to immediately notify any change in their address 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 all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
 10. Members are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the company for admission to the meeting hall.
 11. Members are requested to notify immediately any change of address:
 - i. To their depository participants (DPs) in respect of their electronic share accounts, and
 - ii. To the Company at its registered office in respect of their physical shares, if any, quoting their folio number, banker's name and account number to ensure prompt and safe receipt of dividend warrants.
 12. Members are requested:
 - i. To bring their copies of the annual report, notice and attendance slip at the time of the meeting.
 - ii. To quote their folio no./ ID No. in all correspondence
 13. 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 .
 14. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.

You are thus requested to kindly submit your e-mail ID vide the e-mail registration form attached in this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the Company. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the Registrar & Share Transfer Agent of the Company.

15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
16. 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.

Accordingly, the Company sends all communication including the Notice along with Annual Report 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 rta@cbmsl.com or to us on investor@shentracon.com

17. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically in compliance of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India.
18. The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again
19. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 18th September 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper
20. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.shentracon.com. The Notice of AGM shall also be available on the website of CDSL viz. www.evotingindia.com.
21. The Board vide its Resolution passed on 14th August, 2017 has appointed Mr. Mohan Ram Goenka, Practising Company Secretary, (FCS No.: 4515/ CP No.: 2551), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 3 days from the conclusion of the Annual General Meeting make a consolidated Scrutinizer's Report of the

votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing.

22. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.shentracon.com and on the website of CDSL www.evotingindia.com immediately and communicated to the exchange the agency immediately.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 25th September, 2017.

E-Voting (voting through Electronic means):

- 1) In Compliance of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries Of India, the Company is pleased to provide members a facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL)
- 2) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of Monday, September 18, 2017 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).

The instructions for the member for voting electronically are as under :-

- (i) The voting period begins on Friday, 22nd September, 2017 at 09.00 a.m. and ends on Sunday, 24th September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18th day of September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office
6A, KIRAN SHANKAR ROY ROAD
KOLKATA – 700 001

Place: Kolkata
Date: 14th August, 2017

By Order of the Board
For Shentracon Chemicals Limited

sd/-
J. P. SUREKA
(DIN: 00482176)
Director

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Twenty forth Annual General Meeting of the Company to be held on 25th September, 2017.

Item No. 4:

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. Chandi Das Chakraborty as an Additional Director (Independent) of the Company with effect from 14th February, 2017 in terms of Section 161 of the Companies Act, 2013 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

Mr. Chandi Das Chakraborty is a graduate from University of Calcutta .He has a wide range of experience of over 18 years in different positions across various industries.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Chandi Das Chakraborty shall hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing him candidature to the office of Director. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Board considers that his wide range of experience would be of immense benefit to the Company. Accordingly, the Board urecommends him appointment as a Director of the Company.

The Board recommends the ordinary resolution as set out under item No. 4 of the notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Particulars of the Director seeking re-appointed at the ensuing Annual General Meeting pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) is as mentioned below:

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Name of Director	Mr. Jagdish Prasad Sureka
Date of Birth	25.05.1941
Nationality	Indian
Date of Appointment on the Board	14.07.1993
Terms and Conditions of Appointment	As per Letter of Appointment
Qualifications	B. Com
Brief resume and expertise in specific functional areas	Mr. Jagdish Prasad Sureka is Commerce Graduate and have rich experience of over 40 years in different positions across various industries.
The Remuneration last drawn by Mr. Jagdish Prasad Sureka,if applicable	NIL
Details of Remuneration sought to be paid	NIL
Directorships held in other public companies (excluding foreign companies)	NIL
List of other Listed entities in which Directorship held	ISMT Limited, Prismo (India) Limited
Membership/chairmanship of Committees of the Board of Directors in other Listed Companies	Audit Committee: Member in ISMT Limited & Shentracon Chemicals Limited, Chairperson in Prismo (India) Limited. Stakeholder Relationship Committee /Shareholder Grievance Committee: Chairperson in ISMT Limited and Member in Shentracon Chemicals Limited Nomination and Remuneration Committee: Member in Shentracon Chemicals Limited
Membership/chairmanship of Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	NIL
Number of shares held in the Company	NIL
Relationship between Directors inter-se	Father -in-Law of Mrs. Garima Sureka

Name of Director	Mr. Chandi Das Chakraborty
Date of Birth	02.09.1963
Nationality	Indian
Date of Appointment on the Board	14.02.2017
Terms and Conditions of Appointment	As per Letter of Appointment
Qualifications	B.com
Brief resume and expertise in specific functional areas	Mr. Chandi Das Chakraborty is Commerce Graduate and have rich experience of over 18 years in different positions across various industries
The Remuneration last drawn by Mr. Chandi Das Chakraborty, if applicable	NIL
Details of Remuneration sought to be paid	NIL
Directorships held in other public companies (excluding foreign companies)	Satya Leasing Co Ltd
List of other Listed entities in which Directorship held	Shentracon Chemicals Ltd
Membership/chairmanship of Committees of the Board of Directors in other Listed Companies	Shentracon Chemicals Limited Audit Committee: Member Nomination & Remuneration Committee: Chairman Stakeholder Relationship Committee: Chairman
Membership/chairmanship of Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	NIL
Number of shares held in the Company	NIL
Relationship between Directors inter-se	NA

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I / We,, hereby record my presence at the 24th Annual General Meeting of the Company to be held on Monday, the 25th September, 2017 at 10:00 a.m. at 6A, Kiran Sankar Roy Road, 3rd Floor, Kolkata – 700 001

Name of the Shareholder: _____

DP ID No.* _____

Client ID No.* _____

Folio Number: _____

Number of Equity Shares held: _____

*Applicable for shares held in electronic form.

Member's/Proxy Name (in Block letters)

Signature of the Attending Shareholder / Proxy

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address:.....

Signature:..... or failing him

2. Name: E-mail Id:.....

Address:

Signature:..... or failing him

3. Name: E-mail Id:.....

Address:

Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **24th Annual General Meeting** of the Company, to be held on Monday, the 25th September, 2017 at 10:00 a.m. at 6A, Kiran Sankar Roy Road, 3rd Floor, Kolkata 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

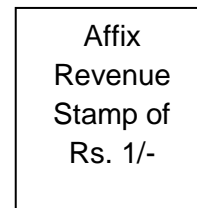
* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions No.	Particulars	For	Against
1.	Adoption of the audited financial statement of the Company for the financial year ended as on 31st March 2017, the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Director in place of Mrs. Jagdish Prasad Sureka (DIN No: 00482176), who retires by rotation and being eligible, seeks re-appointment.		
3.	Appointment of M/s. J. Khemani & Co. as Statutory Auditors for a period of 5 year subject to ratification at every Annual General Meeting		
4.	Appointment of Mr. Chandi Das Chakraborty as Director who was appointed as additional director on 14/02/2017.		

Signed this _____ day of _____ 2017.

Signature of shareholder _____

Signature of the proxy holder _____



Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP

