

SANGINITA CHEMICALS LIMITED

(CIN: L24100GJ2005PLC047292)

Registered Office:

301, 3rd Floor, Shalin Complex ,
Sector-11, Ganhinagar - 382 011 (Gujarat)

Website: www.sanginitachemicals.co.in

E-mail: dbchavada@yahoo.co.in

POSTAL BALLOT NOTICE

[Notice under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),
Sanginita Chemicals Limited

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed by the Members through Postal ballot with Electronic voting (E-voting) facility. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manoj Hurkat, Partner, M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal ballot with E-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Postal Stamp Paid Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Postal Stamp Paid Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 p.m. on 14th May, 2019, to be eligible for being considered, failing to which will be strictly considered that no reply has been received from the Member.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to Postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson in that behalf, after the completion of the scrutiny of the Postal ballots (including E-voting). The results shall be declared on or before 16th May, 2019 and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at <http://www.sanginitachemicals.co.in/>

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

MIGRATION FROM EMERGE SME PLATFORM OF NSE LIMITED TO THE MAIN BOARD/CAPITAL MARKET SEGMENT OF NSE LIMITED:

“**RESOLVED THAT** pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (ICDR Regulations) and applicable provisions, if any, of the Companies Act 2013, ICDR Regulations and the Rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company, be and is hereby accorded for the purpose of migration of the Company's present listing from EMERGE SME Platform of NSE Limited to the Main Board/Capital Market Segment of NSE Limited and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby authorized jointly and/or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, Central Depository Services India Limited, National Securities Depositories Limited etc., to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from EMERGE SME Platform of NSE Limited to the Main Board/Capital Market Segment of NSE Limited.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution on behalf of the Company and also to settle all questions, doubts or difficulties which may arise in its effective implementation.”

By the Order of the Board
For, **SANGINITA CHEMICALS LIMITED**

-Sd

DINESHSINH BHIMSINH CHAVADA
MANAGING DIRECTOR (DIN: 01497977)

Date: 9th April, 2019

Place: Gandhinagar

Notes

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on 5th April, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copy of the Postal Ballot Notice is being sent by permitted mode along with a self-addressed Postal Stamp Paid Envelope.

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 5th April, 2019 will be considered for the purpose of E-voting and/or Postal ballot.
4. Resolutions passed by the Members through Postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members
5. The Members can opt for only one mode of voting, i.e., either by Postal ballot or E-voting. In case Members cast their votes through both the modes, vote casted through E-voting shall prevail and votes cast through Postal Ballot Form which will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate ballot form, he or she may send an e-mail to the Company or RTA. The Registrar and Transfer Agent / Company shall forward the same along with self-addressed Postal Stamp Paid Envelope to the Member.
7. Voting rights shall be reckoned on the paidup value of shares registered in the name of the Members as on specified date i.e. 5th April, 2019.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the E-voting service facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.
10. Members desiring to exercise their vote through Postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Postal Stamp Paid Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 p.m.) on 14th May, 2019. The postage shall be borne by the Company. However, envelopes containing postal ballots, if sent through courier or registered / speed post at the expense of the Members will also be accepted. If any Postal ballot is received after close of working hours (i.e. 05:00 p.m.) on 14th May, 2019, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairperson after the completion of scrutiny, and the result of the voting by E-voting and Postal ballot will be announced by the Chairperson or any Director of the Company duly authorized, on or before 16th May, 2019 at the registered office and will also be displayed on the website of the Company (<http://www.sanginitachemicals.co.in>), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent.
12. The date of declaration of results of the Postal ballot, i.e. on or before 16th May, 2019, shall be the date on which the resolution deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

INSTRUCTIONS FOR E-VOTING:

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting period begins on Monday, 15th April, 2019 at 9.00 a.m. (IST) and ends on Tuesday, 14th May, 2019 at 5.00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/specified date of 5th April, 2019 cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 14th May, 2019.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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 Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (which is printed/indicated on the address label/details) in the PAN field.
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">• 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN (for **SANGINITA CHEMICALS LIMITED**) on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 a 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 linked in the login 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) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 5th April, 2019 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xxi) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xxii) The Company shall be making arrangements for the members to cast their votes in respect to the resolution through postal ballot, for members who have not cast their vote by E-voting.
- (xxiii) The Company has appointed CS Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, first count the votes casted, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of Postal Ballot, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 17th May, 2019.
- (xxv) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: <http://www.sanginitachemicals.co.in> and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

EXPLANATORY STATEMENT

As per the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts regarding to the business mentioned under Item No. 1 of the accompanying Notice dated 9th April, 2019.

Item Number: 1

The Company was listed on the EMERGE SME Platform of NSE on 10th March, 2017 and is eligible to migrate to the Main Board/Capital Market Segment of NSE Limited by the end of two years from the Listing on SME Platform i.e. on or after 11th March, 2019 as per the guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under the SEBI (ICDR) Regulations, 2018 and other securities laws.

Listing on the Main Board/Capital Market Segment of NSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from EMERGE SME Platform of NSE Limited to the Main Board/Capital Market Segment of NSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Pursuant to Regulation 277 of the SEBI (ICDR) Regulations, 2018, this resolution shall be acted upon only if and only if the votes cast by shareholder other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders (other than promoter shareholders) against the proposal.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till the conclusion of time for submission of postal ballot i.e. from 12th April, 2019 to 14th May, 2019.

By the Order of the Board
For, **SANGINITA CHEMICALS LIMITED**

Date: 9th April, 2019
Place: Gandhinagar

-Sd
DINESHSINH BHIMSINH CHAVADA
MANAGING DIRECTOR (DIN:01497977)

SANGINITA CHEMICALS LIMITED

(CIN: L24100GJ2005PLC047292)

Registered Office: 301, 3rd Floor, Shalin Complex ,

Sector-11, Ganhinagar - 382 011 (Gujarat)

Website: www.sanginitachemicals.co.in E-mail: dbchavada@yahoo.co.in

POSTAL BALLOT FORM

Postal Ballot No. _____

Sr. No.	Particulars	Details of Shareholder(s)
1.	Name(s) of First Named Shareholder(s) (in block letters)	
2.	Registered Address of sole / first named Shareholder (in block letters)	
3.	Registered Folio No. / DP & Client ID No.	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot / E-voting for the Business stated in the Notice of Postal Ballot dated 9th April, 2019 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Shares held	I / We assent (agree) to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Migration of listing of equity shares from EMERGE SME Platform to Main Board/Capital Market Segment of NSE Limited			

Place:

Date:

(Signature of the Shareholder/Authorised Representative)

INSTRUCTIONS FOR POSTAL BALLOT VOTING

1. A shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid envelope. However, envelopes containing Postal Ballots, if sent by courier at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned/Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on 14th May, 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal ballot form should reach the Scrutinizer not later than 5.00 p.m. on 14th May, 2019.
6. The exercise of vote through Postal Ballot is not permitted through proxy.
7. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
8. Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form. If sent, the same paper/document will not be acted upon.
9. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.

GENERAL INSTRUCTIONS

- (i) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 14th May, 2019 will be taken to be the date of passing of the said Resolution by the members of the Company.
- (ii) Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Ballot or E-voting. If you are opting for E-voting, then do not vote by Postal Ballot and vice-versa. However, in case a shareholder has voted through both modes, then voting done through E-voting shall prevail over Postal ballot and Postal ballot will be treated as invalid.
- (iii) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal ballot form should be accompanied by certified true copy of the resolution of its Board of Directors / authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013.
