



Sadhana Nitro Chem Limited
42nd Annual Report 2014-15

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SADHANA NITRO CHEM LIMITED

BOARD OF DIRECTORS	Shri Asit D. Javeri	Chairman & Managing Director
	Shri Arvind R. Doshi	Director
	Shri Priyam S. Jhaveri	Director
	Shri Dharendra M. Shah	Director
	Shri Pradeep N. Desai	Director
	Shri Abhishek A. Javeri	Director
	Smt Seema A. Javeri	Director
KEY MANAGERIAL PERSONNEL	Shri Nitin R. Jani	Company Secretary
	Shri Sanjeev P. Shah	Chief Financial Officer
BANKERS	STATE BANK OF INDIA, Mumbai & Roha	
	AXIS BANK LTD., Mumbai	
	STATE BANK OF PATIALA, Mumbai	
AUDITORS	V. SANKAR AIYAR & CO.	
	Chartered Accountants	
	2-C. Court Chambers, 35, New Marine Lines, Mumbai – 400 020.	
REGISTERED OFFICE	HIRA BAUG,	
	1 st Floor, Kasturba Chowk (C.P. Tank),	
	Mumbai – 400 004.	
	Phone : 022-23822524 Fax : 022-23887235. E-mail : sadhananitro@sncl.com Website : www.sncl.com	
CIN NO	L24110MH1973PLCO16698	
FACTORY	47, M.I.D.C. Industrial Area, Roha, Dist. Raigad, Maharashtra – 402 116.	
REGISTRAR AND TRANSFER AGENT (RTA)	LINK INTIME INDIA PRIVATE LIMITED	
	(Formerly known as Intime Spectrum Registry Limited)	
	C-13 Pannalal Silk Mills Compound,	
	LBS Road, Bhandup (West), Mumbai – 400 078.	
	Phones : 022-25963838 Fax : 022-2594 6969 E-mail : rnt.helpdesk@linkintime.co.in	

NOTICE TO THE MEMBERS



NOTICE IS HEREBY GIVEN THAT THE **FORTY-SECOND ANNUAL GENERAL MEETING** OF THE COMPANY WILL BE HELD AT SHETH HIRACHAND GUMANJI TRUST HALL, HIRA BAUG, 1ST FLOOR, KASTURBA CHOWK (C.P. TANK) MUMBAI - 400004 ON TUESDAY, THE 11TH AUGUST, 2015 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet & Profit and Loss Account with Notes thereon and Cash Flow Statement for the Financial Year ended 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Seema A. Javeri (DIN: 01768936) who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. V. Sankar Aiyar & Co., Chartered Accountants (Registration No. 109208W), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 and the rules made thereunder, the existing Articles of Association of the Company be and is hereby replaced by new set of Articles of Association of the Company duly placed before the members initialed by the Chairman for the purpose of identification."

"RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorised to do all such acts, deeds and things which are necessary for the aforesaid amendment in Articles of Association."

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

"RESOLVED THAT pursuant to the provisions of Sections 196 & 197 of the Companies Act 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to further approval of the Central Government, if required and all other applicable provisions, if any, and rules made there under of the Companies Act, 2013, the consent of the members be and is hereby accorded to the reappointment of Shri Asit D. Javeri (DIN : 00268114) as Chairman & Managing Director of the Company for period of 3 (Three) Years with effect from 1st September, 2015 on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Shri Asit D. Javeri, a draft whereof is placed before this meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said reappointment and/or remuneration and/or agreement as may be agreed to between the Board and Shri Asit D. Javeri."



"RESOLVED FURTHER THAT subject to further approval of the Central Government if required, in the event of loss or inadequacy of profits in any financial year, aforesaid remuneration by way of salary, allowances and perquisites shall be payable to Shri Asit D. Javeri, Chairman & Managing Director, as minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196 & 197, of the Companies Act 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to further approval of the Central Government, if required and all other applicable provisions, if any, and rules made there under of Companies Act, 2013, the consent of the members be and is hereby accorded for appointment of Smt. Seema A Javeri (DIN : 01768936) as Executive Director – Administration of the Company for a period of 3 years with effect from 1st July, 2015 and to pay remuneration on such terms and conditions, including remuneration as are set out in the agreement to be entered into between the Company and Smt. Seema A Javeri, a draft whereof is placed before this meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement as may be agreed to between the Board and Smt. Seema A. Javeri."

"RESOLVED FURTHER THAT subject to further approval of the Central Government if required, in the event of loss or inadequacy of profits in any financial year, aforesaid remuneration by way of salary, allowances and perquisites shall be payable to Smt. Seema A. Javeri, as minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board & its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, Clause 49 of the Listing Agreement including any modifications or amendments thereof, if any, and out of abundant caution, the approval of the members of the Company be and is hereby accorded for entering into contracts / arrangements / transactions with the following related parties from the financial year 2015-16 and onward, up to the maximum amounts as appended below against each nature or class of contract / arrangement / transaction:-



Name of the Related Party	Name of the Director or KMP who is related, If any	Nature of Relationship	Nature, Material Terms, Monetary value and Particulars of the contract or arrangement	Any other relevant information
Manekchand Panachand Trading Investment Co. Pvt. Ltd.	Mr. Asit Javeri, Mrs. Seema Javeri Mr. Abhishek Javeri	Holding Company	Availment of ICD / Financial Assistant to the extent of ₹ 15 Crores p.a. plus payment of Interest thereon	--
Chandra Net Pvt. Ltd.	Mr. Asit Javeri, Mr. Abhishek Javeri, Mr. Nitin R. Jani (KMP)	Associate Common directors in both the Companies and / or holding more than 2% of the paid up capital.	Availing Internet and web related services to the extent of ₹ 1 Crore p.a. and/or availment of ICD / Financial Assistant to the extent of ₹ 1 Crore p.a. plus interest thereon.	--
Strix Wireless Systems Pvt. Ltd.	Mr. Asit Javeri, Mrs. Seema Javeri, Mr. Abhishek Javeri.	Associate Common directors in both the Companies and / or holding more than 2% of the paid up capital.	Availing IT related & Wireless Services to the extent of ₹ 1 Crore p.a. and/or availment of ICD / Financial Assistant to the extent of ₹ 1 Crore p.a. plus interest thereon.	--

"RESOLVED THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt arising with regard to giving effect to the above Resolution and to do all such acts, deeds and things as may be in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Registered Office :
Hira Baug, 1st Floor,
Kasturba Chowk, (C.P. Tank),
Mumbai-400004
CIN:L24110MH1973PLC016698
E-mail: sadhananitro@sncl.com
Date: 16th April, 2015.

By Order of the Board

N.R. Jani
Company Secretary



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 a proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
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.
Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.
In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
2. The Company has appointed M/s. Link Intime India Private Limited (RTA), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai 400 078 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Their Telephone No. 022-25963838, E-mail address: mt.helpdesk@linkintime.co.in, Fax No. 022-25946969.
However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its Registered Office. Telephone No. 022-23822524, E-mail address: sadhananitro@sncl.com.
3. Brief resume of Shri. Asit D. Javeri and Smt. Seema A. Javeri, nature of their expertise in specific functional areas, name of companies in which they hold directorship and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report, even though Clause 49 is not mandatorily applicable to the Company.
4. The Company has transferred the unpaid or unclaimed dividends upto the financial years 2006-07 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on 12th September, 2014 (date of last Annual General Meeting) on the website of the Company (www.sncl.com), as also on the website of the Ministry of Corporate Affairs.
5. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
6. The Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, the 1st August, 2015 to Tuesday, the 11th August, 2015 (both days inclusive) for the purpose of Annual General Meeting.
7. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
8. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Link Intime India Private Limited (RTA), or to the Company at its Registered Office in respect of their physical shares.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under section 301 of the Companies Act, 1956 and Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.



10. Entrance Pass and Proxy Form is annexed. Members are requested to bring their duly filled in attendance slip with copy of Annual Report to the place of meeting.
11. Members who hold shares in Dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
12. Members desiring any information are requested to write to the Company 10 days in advance
13. 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 reports, Notices, Circulars, etc. from the Company electronically.
14. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 7th August, 2015 (9:00 am) and ends on 10th August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-voting Event Number) of Sadhana Nitro Chem Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to snshare@sncl.com with a copy marked to evoting@nsdl.co.in



- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	USER ID PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. **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 of 4th August, 2015.**
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 AGM through ballot paper.
- XIII. Mrs. Kumudini Paranjape, Partner of M/s Makarand M Joshi & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sncl.com and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchange (BSE).



ANNEXURE TO THE NOTICE

Profile of Directors being re-appointed at the ensuing Annual General Meeting:

Name & Age	Educational Qualification	Experience
Shri. Asit D. Javeri (59 Yrs.)	B.Sc. (Hon.)	He joined the company in January, 1985 as Managing Director. Prior to joining the company Shri Asit D. Javeri had experience of 9 years of running chemical industry. He has been associated with the company for more than 28 years.
Smt. Seema A. Javeri (57 Yrs.)	B.Sc.	She joined the company as Woman Director on 13 th February, 2014. She possesses appropriate skill, experience and knowledge, inter-alia, in the field of Administration.

Name of the Companies in which Director(s) to be re-appointed / appointed by Shareholders Holds directorship and the membership of Committees of the board:

Name of the Director	Name of the Companies the person holds Directorship	Name of the Companies in which the person is a Member of the Committee of the Board
Shri. Asit D. Javeri	1. Sadhana Nitro Chem Limited 2. Premier Limited 3. Indian Extractions Limited 4. Phthalo Colours & Chemicals (I) Ltd. 5. Lifestyle Net Works Ltd. 6. Anuchem b.v.b.a., Belgium 7. Manekchand Panachand Trading Investment Company Pvt. Ltd. 8. Chandra Net Private Limited 9. Strix Wireless Systems Pvt. Ltd. 10. Strix System Inc. USA 11. AHANA Inc. USA	Sadhana Nitro Chem Limited Share Transfer Committee-Member (Executive) Premier Limited Stakeholders Relationship Committee - Chairman (Non Executive) Nomination & Remuneration Committee, Audit Committee-Member (Non Executive) Indian Extractions Limited Audit Committee, Nomination & Remuneration Committee / Stakeholders Relationship Committee – Chairman (Non Executive) Phthalo Colours & Chemicals (I) Ltd Audit Committee-Member (Non Executive)
Smt. Seema A. Javeri	1. Sadhana Nitro Chem Limited 2. Lifestyle Networks Limited 3. Manekchand Panachand Trading Investment Co. Pvt. Ltd 4. Strix Wireless Systems Pvt. Ltd	-- -- -- --