



**Sadhana Nitro Chem Ltd.**

**46th Annual Report 2018 - 2019**

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**BOARD OF DIRECTORS**

<b>Shri Asit D. Javeri</b>	Executive Chairman
<b>Shri Arvind R. Doshi</b>	Independent Director
<b>Shri Priyam S. Jhaveri</b>	Independent Director
<b>Shri Pradeep N. Desai</b>	Independent Director
<b>Shri Abhishek A. Javeri</b>	Managing Director & CFO
<b>Smt Seema A. Javeri</b>	Executive Director-Administration
<b>Shri. Amit M. Mehta</b>	Additional Director (w.e.f.30.04.2018)

**KEY MANAGERIAL PERSONNEL** Shri Nitin R. Jani

Company Secretary

**BANKERS**

STATE BANK OF INDIA, Mumbai & Roha  
 AXIS BANK LTD., Mumbai  
 HDFC BANK LTD., Mumbai  
 CITI BANK, Mumbai

**AUDITORS**

CHANDRASHEKHAR IYER & CO  
 Chartered Accountants  
 Suite B5/001, Green Acres II CHS, Ltd.,  
 off Ghodbunder Road, Waghbill, Thane (W) - 400 615.

**REGISTERED OFFICE**

HIRA BAUG,  
 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank), Mumbai- 400 004.  
 Phone : 022-23865629 Fax : 022-23887235.  
 E-mail : sadhananitro@sncl.com Website : www.sncl.com

**CORPORATE OFFICE**

10, Bruce Street, 1<sup>st</sup> Floor, 8/12, Sir Homi Modi Street,  
 Fort, Mumbai - 400 001

**CIN NO**

L24110MH1973PLC016698

**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 101, 247 Park, L B S Marg,  
 Vikhroli West, Mumbai- 400 083.  
 Phones :022-49186000 Fax : 022-49186060  
 E-mail : rnt.helpdesk@linkintime.co.in



**NOTICE TO THE MEMBERS**

NOTICE IS HEREBY GIVEN THAT THE FORTY-SIXTH 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 WEDNESDAY, 25TH SEPTEMBER, 2019 AT 03.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:-

**ORDINARY BUSINESS:**

1. To receive consider and adopt the Audited Financial Statement (Including the Standalone and Consolidated Statements) of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Directors' and Auditors' thereon.
2. To confirm interim Equity dividend declared for Financial Year 2018-19 and to approve Final Equity Dividend for the Financial Year 2018-19.
3. To appoint a Director in place of Mr. Asit D. Javeri (DIN: 00268114) who retires by rotation and is eligible for re-appointment on same terms and condition.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to the provisions of section 139 and other applicable provisions if any of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s. Jayesh Dadia & Associates LLP (Firm registration No: 121142W / W100122), be and is hereby appointed as Statutory Auditors of the Company due to resignation of M/s. Chandrashekhar Iyer & Co, Chartered Accountants (Registration No. 114260W) to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in year 2024 at such remuneration and out of pocket expenses as may be mutually decided between Board of Directors of the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies and submitting necessary intimation with Stock Exchange."

**SPECIAL BUSINESS:**

5. To ratify remuneration of the Cost Auditors for the Financial Year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the payment of the remuneration of Rs. 75,000/- P.A. plus applicable taxes and out-of-pocket expenses at actuals plus applicable Goods and Service Tax payable to M/s Vinay Mulay & Co., Cost Accountants (Registration No: M/8791), who were appointed as "Cost Auditors" by Board of Directors of the Company on the recommendation of Audit Committee, to conduct the audit of Cost Records maintained by the Company for Financial Year ending March 31, 2020, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies and submitting necessary intimation with Stock Exchange."

Registered Office:  
Hira Baug, 1<sup>st</sup> Floor  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400004  
CIN: L24110MH1973PLC016698  
E-mail: sadhananitro@sncl.com  
Date: 08th August, 2019.

By Order of the Board  
N.R. Jani  
Company Secretary & Compliance Officer  
Membership No: A4757



## 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 authorizing 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. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

3. The Equity Dividend for the Financial Year ended 31st March, 2019 as recommended by the Board, if approved at the AGM, will be paid on or after Sunday, 29th September, 2019 to those Members whose name appears in the Register of Members of the Company as on the book closure date.

4. The Company has appointed Link Intime India Private Limited, RTA, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Following information of RTA is as follows:

Telephone No. 022- 49186000,

E-mail address: mt.helpdesk@linkintime.co.in

Fax No. 022-49186060.

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. 022-23865629

Email: sadhananitro@sncl.com

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company

6. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.

7. 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.

8. The Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 19th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

9. 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 & Public holiday, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.



10. 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.

11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and Certificate provided under Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the members at the Annual General Meeting.

12. 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.

13. 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.

14. Members desiring any information are requested to write to the Company 10 days in advance

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 reports, Notices, Circulars, etc. from the Company electronically.

16. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has specifically requested for a physical copy of the same.

17. The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members, who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in hard form in this regard to the RTA or the Company.

18. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking re-appointment along with the details of other Directorships, memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Brief Resume appended to this Notice.

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 cut of date 18th September, 2019.

20. A persons, 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.

21. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Record date i.e. 23rd August, 2019, may obtain the login ID and password by sending a request at Issuer / RTA.

22. 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.

23. Mrs. Kumudini Paranjape, partner of M/s Makarand M Joshi & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer the voting and remote e-voting process in a fair and transparent manner.

24. 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.

25. 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 report of the total votes cast in favor 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 forth with.

26. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL the results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai.

#### 27. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the cut-off date being Wednesday, 18th September, 2019 the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 46th 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 Saturday, 21st September, 2019 at 9:00 am and ends on Tuesday, 24th September, 2019 at 5:00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 18th September, 2019 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.

#### V. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on "Agree to Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kumudiniparanjape@mmjc.in](mailto:kumudiniparanjape@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Registered Office:**

Hira Baug, 1<sup>st</sup> Floor  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400004  
CIN: L24110MH1973PLC016698  
E-mail: [sadhananitro@sncl.com](mailto:sadhananitro@sncl.com)  
Date: 08th August, 2019.

**By Order of the Board**

N.R. Jani  
Company Secretary & Compliance Officer  
Membership No: A4757



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

## Item No. 4:

At the 44th Annual General Meeting held on August 2, 2017, the Members approved appointment of M/s. Chandrashekar Iyer & Co., Chartered Accountants (Firm registration No: 114260W) to hold office from the conclusion of the 44th Annual General Meeting until the conclusion of the 49th Annual General Meeting to be held for the financial year 2022. However M/s. Chandrashekar Iyer & Co., Chartered Accountants (Firm registration No: 114260W) has tendered their resignation on 08th August, 2019.

On the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on 08th August, 2019 appointed M/s. Jayesh Dadia & Associates LLP (Firm registration No: 121142W / W100122) as Statutory Auditor of the Company for the period of consecutive 5 years from conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 subject to the approval of shareholders in this Annual General Meeting. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

In accordance with provisions of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 following are the brief details pertaining to appointment of M/s. Jayesh Dadia & Associates LLP (Firm registration No: 121142W / W100122) as Statutory Auditor:

Sr. No.	Particulars	Details
1.	Name of the firm	M/s. Jayesh Dadia & Associates LLP
2.	Terms and Conditions of Appointment	As per Appointment Letter
3.	Proposed Fees to be payable	Rs. 10,00,000/- P.A (Rupees Ten Lakhs Only)
4.	Date of Registration	11-05-2011
5.	Address	422, Arun Chambers, Tardeo, Mumbai 400034
6.	PAN No	AADFJ3735C
7.	Registration No	121142W / W100122
8.	Contact details	Mr. Jayesh Dadia - 098200-36868
9.	Email Address	jayesh@jdaca.com / info@jdaca.com
10.	Whether any regulatory action has been faced	No

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the shareholders.

## Item No. 5:

The Board of Directors in its meeting held on 28th May, 2019, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration of Rs. 75,000/- Per Annum (Rupees Seventy Five Thousands only) plus applicable taxes and out of pocket expenses to M/s. Vinay Mulay & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2020.

In accordance with provisions of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 following are the brief details pertaining to proposed Cost Auditor, M/s. Vinay Mulay & Co., of the Company: