

Date: August 06, 2024

To

BSE Limited

1st Floor, P.J. Towers,
Dalal Street, Mumbai - 400001
Scrip Code: 506642

To

National Stock Exchange of India Limited

Exchange plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051, India
Symbol: SADHNANIQ

Subject: Submission of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice for seeking approval of the members of the Company for the following:

Sr. No.	Particulars	Resolution Type
1.	Ratification of transactions entered into between the Company and Shri Asit D Javeri (Director), Shri Abhishekh A Javeri (Director) And Manekchand Panachand Trading Investment Co. Pvt. Ltd. (Holding Company)	Ordinary
2.	Appointment of Mr. Mukul Sunilkumar Mehra (DIN: 01542984) as Non-Executive Independent Director of the Company	Special
3.	Appointment of Mr. Nayan Patel (DIN: 00196727) as Non-Executive Independent Director of the Company.	Special

In compliance with applicable General Circulars issued by the Ministry of Corporate Affairs, Government of India and SEBI, the Postal Ballot notice has been sent only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories and whose names were recorded in the Register of Members/ List of Beneficial Owners as on the Cut-off date i.e. **Friday, August 02, 2024.**

The Company has engaged the services of National Securities Depository Limited to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period shall commence from **Wednesday, August 07, 2024, at 9.00 A.M. (IST)** and shall conclude on **Thursday, September 05, 2024, at 5.00 P.M. (IST)** (both days inclusive). The e-Voting module shall be disabled by NSDL for voting thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The

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Mumbai - 400001

Factory Address

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Dist. Raigad (M.S.)
Dhatav, Maharashtra

Registered Office

Hira Baug, 1st Floor,
Kasturba Chowk (C.P. Tank),
Mumbai - 400 004. INDIA

shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website at www.sncl.com

Kindly take the same on your records.

FOR SADHANA NITRO CHEM LIMITED

NITIN
RAMESHCHAN
DRA JANI

Digitally signed by NITIN RAMESHCHANDRA JANI
DN: cn=N, o=Personal,
pseudoym=A08B3421F161FBA3A99259915D45868
SODRAME,
2.5.4.20=845ac2573bc16165491baaf66c1f4a9d7bcf9a2
0f1f4a9710278e0d0633f2c1a, postalCode=400104,
st=Maharashtra,
serialNumber=00CE4275A32F8278907D872280E22F
C49A3223174620795102044447085DC700, cn=NITIN
RAMESHCHANDRA JANI
Date: 2024.08.06 17:16:33 +05'30'

Nitin Rameshchandra Jani
Company Secretary
Membership No.: A4757

Enclosure: Postal Ballot Notice

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Wednesday, August 07, at 9.00 a.m.	Thursday, September 05, at 5.00 p.m.

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108, 102 of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**"), as amended from time vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively, the "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings ("**SS-2**"), issued by The Institute of Company Secretaries of India ("**ICSI**") as amended and pursuant to any other applicable laws, rules or regulations for the time being in force, to transact the special businesses as set out hereunder is proposed to be passed by Ordinary and Special Resolutions by Members of Sadhana Nitro Chem Limited ("**the Company**") through Postal Ballot ("**Postal Ballot**") only by way of remote e-voting facility ("**remote e-voting facility**")

Pursuant to Section 102, Section 108, Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, through circular resolution dated August 05, 2024 has appointed Mr. Saurabh Agarwal (Certificate of Practice No.20907), failing him, Mr. Omkar Dindorkar (Certificate of Practice No. 43029), Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries (e-mail: scrutinisers@mmjc.in), as the Scrutinizer of E-voting process for conducting the Postal Ballot in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rule 18 of the Rules, the Company is providing the facility of remote e-voting to its Members on the item of business set out in this Notice and has engaged the services of National Securities Depository Limited ("**NSDL**") for this purpose.

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by e-mail to only those shareholders, who have registered their e-mail addresses with the

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Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of Members / List of beneficial owners of the Company provided by NSDL as on **Friday, August 02 (i.e., the "Cut-off Date")**. In case the Member's e-mail address is not registered or updated with the Company, they can follow the process mentioned in the Notes to this Postal Ballot Notice for receiving the Notice, login ID and password for e-voting on the proposed resolutions.

The Members are requested to read the Instructions given in the Notes under the Section 'Instructions of E-voting' of the Notice to cast their votes electronically from respective locations. The communication of assent or dissent of the Members would only take place through remote E-voting facility.

The e-voting period shall commence on **Wednesday, August 07, 2024,(09:00 A.M. IST)** India Standard Time (IST) and conclude on **Thursday, September 05, 2024,(05:00 P.M. IST)**, both days inclusive. Members are requested to record their Assent or Dissent on the resolution set out in this Postal Ballot Notice through remote e-voting only not later than **05:00 P.M. IST** on **Thursday, September 05, 2024**, after which the remote e-voting facility shall be disabled by NSDL, and voting shall not be allowed beyond time. Members are requested to cast their votes through the remote e-voting process within the remote e-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of votes casted electronically. The results of Postal Ballot will be declared to the Stock Exchanges where the Equity shares of the Company are listed within two working days from the conclusion of Postal Ballot through remote e-voting process i.e on or before **Monday, September 09, 2024**. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website www.sncl.com and on the website of NSDL www.evoting.nsdl.com.

The Resolutions if passed by requisite majority, shall be deemed to have been passed on **Thursday, September 05, 2024**, being the last day of remote e-voting.

SPECIAL BUSINESS:

1. RATIFICATION OF TRANSACTIONS ENTERED INTO BETWEEN THE COMPANY AND SHRI ASIT D JAVERI (DIRECTOR), SHRI ABHISHEKH A JAVERI (DIRECTOR) AND MANEKCHAND PANACHAND TRADING INVESTMENT CO. PVT. LTD. (HOLDING COMPANY):

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

"RESOLVED THAT in accordance with the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and as per the approval of the Audit Committee and Board of Directors of the Company, approval of the

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Members of the Company be and is hereby accorded to ratify the transactions, whether individually and/or in the aggregate, may exceed 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law / regulations from time to time enter into through contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto,

RESOLVED FURTHER THAT Shri Asit D Javeri (Director), Shri Abhishekh A Javeri (Director) and Manekchand Panachand Trading Investment Co. Pvt. Ltd. (Holding Company) has entered into the transaction with the company for the period from December, 2023 to March, 2024 which qualify as material related party transaction;

RESOLVED FURTHER THAT the Mr. Asit D. Javeri, Executive Chairman and/or Mr. Abhishek A. Javeri, Managing Director and/or Mr. Rakesh R. Kothari, Chief Financial Officer and/or Mr. Nitin R. Jani, Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things including delegation in this connection and incidental thereto as he may deem fit in his absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

2. APPOINTMENT OF MR. MUKUL SUNILKUMAR MEHRA (DIN: 01542984) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 150, 152 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Mukul Sunilkumar Mehra (DIN: 01542984) who was appointed as a Director by Circular Resolution dated August 05, 2024 in the capacity of Non-Executive Independent Director with effect from September 09, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 09, 2024 upto September 08, 2029, also he shall be entitled for applicable sitting fees and shall not be liable to retire by rotation;

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RESOLVED FURTHER THAT Mr. Asit D. Javeri, Executive Chairman and/or Mr. Abhishek A. Javeri, Managing Director and/or Mr. Rakesh R. Kothari, Chief Financial Officer and/or Mr. Nitin Jani, Company Secretary be and are hereby severally authorized to sign and submit all relevant e-forms, documents in respect of the aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

3. APPOINTMENT OF MR. NAYAN MOHANBHAI PATEL (DIN: 00196727) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 150, 152 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors , Mr. Nayan Mohanbhai Patel (DIN: 00196727) who was appointed as a Director by Circular Resolution dated August 05, 2024 in the capacity of Non-Executive Independent Director with effect from September 09, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 09, 2024 upto September 08, 2029, also he shall be entitled for applicable sitting fees and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of the SEBI Listing Regulations, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members be and is hereby accorded to appoint Mr. Nayan Mohanbhai Patel (DIN: 00196727) as a Non-Executive Independent Director who will attain the age of 75 years during his proposed tenure (i.e. up to September 08, 2029);

RESOLVED FURTHER THAT Mr. Asit D. Javeri, Executive Chairman and/or Mr. Abhishek A. Javeri, Managing Director and/or Mr. Rakesh R. Kothari, Chief Financial Officer and/or Mr. Nitin Jani, Company Secretary be and are hereby severally authorized to sign and submit all relevant e-forms, documents in respect of the aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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Registered Office:

Hira Baug, 1st Floor
Kasturba Chowk, (C.P. Tank),
Mumbai - 400004

CIN: L24110MH1973PLC016698

E-mail: sadhananitro@sncl.com

Date: August 06, 2024

By Order of the Board of Directors

For Sadhana Nitro Chem Limited

Sd/-

Nitin. R. Jani

Company Secretary and Compliance Officer

Membership No. A4757

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NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**the Act**”) setting out material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to all those Members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories/Registrar and Share Transfer Agent as on **Friday, August 02, 2024**, (“**Cut-off date**”) and whose e-mail IDs are registered with the Company/ Depositories. Therefore, those Members who have not yet registered/updated their e-mail addresses are requested to get their e-mail addresses registered/updated by following the procedure given below in e-voting Instructions. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Members.
3. In accordance with the applicable regulatory requirements, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. For purpose of providing remote e-Voting facility, the Company has entered into an agreement with NSDL for facilitating e-Voting and enabling the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.sncl.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
6. The voting rights of shareholders shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on **Friday, August 02, 2024**, being the cut-off date fixed for the purpose. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice.
7. The voting through electronic means will commence on **Wednesday, August 07, 2024 (09:00 A.M. IST)** India Standard Time (IST) and conclude on **Thursday, September 05, 2024, (05:00 P.M. IST)**. The 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 subsequently.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. The Scrutinizer will submit their report to the Chairman or any other person authorized by him after completion of the scrutiny and the result of the Postal Ballot through e-voting

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process will be declared within two working days from the end of Postal Ballot, i.e. on or before **Monday, September 09, 2024**.

10. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at General Meeting of the Members.
11. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Resolution, if passed by the requisite majority, shall be deemed to have been passed on **Thursday, September 05, 2024**, being the last date specified by the Company for e-voting.
12. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Nitin Jani, Company Secretary and Compliance Officer at E-mail: sadhananitro@sncl.com or query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of www.evoting.nsdl.com or send a request to NSDL at e-mail ID: evoting@nsdl.com.in or contact Ms. Rimpa Bag, Assistant Manager, NSDL, C+-31, G Block, G Block Rd, opposite Bank of Baroda, G Block BKC, Bandra Kurla Complex, Bandra EAST, Mumbai, Maharashtra 400051
13. For Members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available by December 31, 2023 in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), our RTA will be required to freeze such Members' folio(s) impending submission. In view of the above, new share certificate(s) to be issued by the Company shall not be dispatched to those Members holding shares in physical form until their KYC is completed. For Members who hold shares in demat form, they should keep their bank details, e-mail address, postal address and contact number updated in their demat account(s) maintained with Depository Participant(s). Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

PROCEDURE FOR KYC UPDATION AS MANDATED BY SEBI

1. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ("DPs");
 - b. and For shares held in physical form: submit Form ISR-1 and other forms as prescribed

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by SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to M/s Link Intime India Private Limited (the Company's "RTA") at C 101, Embassy 247, L.B.S Marg, Vikhroli (West), Mumbai - 400083. The Members are requested to update their KYC details with Company/Company's RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instruction for submitting the required documents.

- Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated 17th May, 2023 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at www.sncl.com and on the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>.

However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

- However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at www.sncl.com or from the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>.
- Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
- Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the address: M/s Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
- SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11th August 2023, has introduced Online Dispute Resolution ("ODR"), which is in addition to the

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existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login> and also on Company's Website at www.sncl.com.

8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to Ms. Rimpa Bag, Assistant Manager, NSDL at email id: evoting@nsdl.com

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

Process and manner for members opting for E-Voting

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The instructions for e-voting are as under:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see

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e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in

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	<p>progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>

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Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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

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For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

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1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sadhananitro@sncl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (sadhananitro@sncl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES
ACT, 2013 ("ACT")**

Item No. 1

**RATIFICATION OF TRANSACTIONS ENTERED INTO BETWEEN THE COMPANY
AND SHRI ASIT D JAVERI (DIRECTOR), SHRI ABHISHEKH A JAVERI (DIRECTOR)
AND MANEKCHAND PANACHAND TRADING INVESTMENT CO. PVT. LTD.
(HOLDING COMPANY):**

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an Ordinary Resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to its members to ratify the transactions entered into by the Company with Shri Asit D Javeri (Director), Shri Abhishekh A Javeri (Director) and Manekchand Panachand Trading Investment Co. Pvt. Ltd. (Holding Company), related parties falling within the meaning of Related Party under Regulation 2 (1) (zb) of Listing Regulations.

The above stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis.

Accordingly, on the basis of approval of the Audit Committee, the Board of Directors recommend the resolution contained. The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 in connection with the Material Related Party Transactions is appended below as **Annexure A**.

The Board of Directors recommends the resolution as set out in item no. 1 in this notice for approval of the Members by way of **Ordinary Resolution**.

Except for Smt. Seema A. Javeri, Shri Asit D Javeri & Shri Abhishekh A Javeri who are inter related directors, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Company.

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Item No. 2 & 3

Consequent to Cessation of term on September 09, 2024 of Mr. Priyam Shantilal Jhaveri and Mr. Pradeep Nanasaheb Desai as an Non Executive Independent Director of the Company and in view of the provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”), the Board of Directors (“Board”) of the Company, through circular resolution dated August 05, 2024, has recommended the appointment of Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) as a Director in the capacity of Non-Executive Independent Director of the Company, not liable to retire by rotation, effective from September 09, 2024. The Company has received from Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Rules”), (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Sections 164(1) and 164(2) of the Act and (iii) a declaration to the effect that they meets the criteria of independence as provided under Section 149(6) of the of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and qualifies for being appointed as a Non-Executive Independent Director of the Company.

Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) shall be entitled to receive sitting fees for attending each meeting of the Board and any committees thereof as detailed in the letter of appointment to be issued to them on their appointment as may be determined by the Board from time to time.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, and in terms of Regulation 17 read with Regulation 25 (2A) of SEBI Listing Regulations for appointment of Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) as a Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, for a period commencing from September 09, 2024 upto September 08, 2029.

In the opinion of the Board, Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) are persons of integrity, possesses appropriate skills, experience and knowledge and fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and is independent of the Management of the Company.

A Copy of the draft letter of appointment of Non-Executive Independent Director setting out terms and conditions, would be available for inspection at the ‘Investor Relations’ section of the website of the Company.

Skills and capabilities required and the manner in which Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) meets such requirements. The Board is of the view that the association of Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

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Brief resume of Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727), nature of his expertise in specific functional areas and names of companies in which he holds directorship and membership/ chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations and the SS-2 issued by the ICSI has been annexed and forms part of this notice, are provided in "Annexure A" to the Notice of Postal Ballot.

In the opinion of the Board of Directors, Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727) are eligible to be appointed as an Independent Director for a term of 5 (five) consecutive years and fulfils the conditions specified in the Act and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is independent of the Management.

Except Mr. Mukul Sunilkumar Mehra (DIN: 01542984) & Mr. Nayan Mohanbhai Patel (DIN: 00196727), being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board of Directors recommends the resolution as set out in item no. 2 & 3 in this notice for approval of the Members by way of a Special Resolution.

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CIN: L24110MH1973PLC016698
E-mail: sadhananitro@sncl.com
Date: August 06, 2024

**By Order of the Board of Directors
For Sadhana Nitro Chem Limited**

Sd/-
Nitin. R.Jani
Company Secretary and Compliance Officer
Membership No. A4757

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Annexure A

Details Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021

Sr. No.	Particulars	Details
i.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Shri Asit D Javeri (Director), Shri Abhishekh A Javeri (Director), Manekchand Panachand Trading Investment Co. Pvt. Ltd. (Holding Company), a related parties within term of the 2 (1) (zb) of SEBI LODR
ii.	Name of Director(s) or Key Managerial Personnel who is related, if any	Shri Asit D Javeri (Director), Shri Abhishekh A Javeri (Director), Smt. Seema A. Javeri (Director)
iii.	Type, material terms / particulars and value of the transaction	Loan amount received from Asit D Javeri i.e. 40,13,50,000, Loan Amount Received from Abhishekh A Javeri i.e. 24,10,00,000, Loan Amount received from Manekchand Panachand Trading Investment Co. Pvt. Ltd. i.e. 15,48,55,000
iv.	Tenure of the transaction	Till the loan amount is repaid/adjusted
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction (and for RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Shri Asit D Javeri (Director): 28% (40,13,50,000) Shri Abhishekh A Javeri (Director): 16.81% (24,10,00,000) Manekchand Panachand Trading Investment Co. Pvt. Ltd. (Holding Company): 10.80% (15,48,55,000)
vi.	Percentage of the counter-party's annual total revenues, that is represented by the value of the proposed RPT	Not Applicable

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Sr. No.	Particulars	Details
vii.	Justification as to why the RPT is in the interest of the listed entity	The Amount of Loan received by the Listed entity form the Shri Asit D Javeri (Director), Shri Abhishekh A Javeri (Director), Manekchand Panachand Trading Investment Co. Pvt. Ltd. (Holding Company), a related parties within term of the 2 (1) (zb) of SEBI LODR as a part of application money of proposed right issue/operations of the company. The Amount of Loan received by the listed entity is unsecured in nature. Hence the Company is not required to create any security or give any guarantee in the favor of the said parties.
viii.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
ix.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
x.	Any other information that may be relevant	All relevant / important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

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Annexure B: Brief Resume of Director's seeking appointment.

Details of Directors seeking appointment and re-appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Name of the Director	Mr. Mukul Sunilkumar Mehra	Mr. Nayan Mohanbhai Patel
DIN	01542984	00196727
Category	Non- Executive Independent Director	Non- Executive Independent Director
Date of Birth	24/11/1978	18/12/1952
PAN	AALPM9020B	AACPP6795R
Age	45 Years	71 Years
Nationality	Indian	Indian
Date of appointment	09-09-2024	09-09-2024
Qualifications	Bachelor of Commerce	He graduated in Mechanical Engineering from Fachhochschule, Konstanz, West Germany. He had his post-graduate assignment in the field of Impact Extrusion Technology and Automation
Nature of Expertise in specific functional areas	Strategic Sales Management, Marketing Strategy and Execution, Process Engineering, Industrial Design & Innovation. Over 20 years of experience spanning the Textiles and Paper Industry involving Technical Textiles, Dyes, Pigments, Specialty Chemicals & Coatings.	Design and manufacture of fully automatic tube manufacturing lines
Inter-se relationships with directors and key managerial personnel.	No Relation	No Relation
Details of Board Meetings	None up to the date of dispatch of Postal Ballot notice.	None up to the date of dispatch of Postal Ballot notice.

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attended during the year		
Term and Condition of Re appointment along with Remuneration	Appointed for term of 5 (five) consecutive years commencing from September 09, 2024 upto September 08, 2029, and shall not be liable to retire by rotation and entitled for applicable sitting fees	Appointed for term of 5 (five) consecutive years commencing from September 09, 2024 upto September 08, 2029, and shall not be liable to retire by rotation and entitled for applicable sitting fees
Remuneration last drawn (including sitting fees)	None up to the date of dispatch of Postal Ballot notice.	None up to the date of dispatch of Postal Ballot notice.
Membership of Committee of Sadhana Nitro Chem Limited	None up to the date of dispatch of Postal Ballot notice.	None up to the date of dispatch of Postal Ballot notice.
Directorship held in other entities	<ol style="list-style-type: none"> 1. Lifestyle Networks Limited 2. Yashobhumi Properties Private Limited 	<ol style="list-style-type: none"> 1. Quesmatrix Foundation 2. Packam Controls Private Limited 3. Lans Metals Private Limited 4. Extrusion Processes Private Limited 5. Impact Containers Private Limited 6. Vividhlaxi Audyogik Samshodhan Vikas Kendra 7. Namaste America - Indo American Association For Art & Culture 8. Patcart Packaging Private Limited 9. P And R Automation Products Private Limited 10. Bhavin Containers Private Limited 11. Associated Crown Closures Pvt Ltd.
No of Shares held in the Company	Nil	Nil
Remuneration proposed to be paid	NIL except sitting fees	NIL except sitting fees

Corporate Office

10, Bruce Street, 1st Floor,
8/12, Homi Mody Street, Fort,
Mumbai - 400001

Factory Address

47, MIDC, Roha - 402116.
Dist. Raigad (M.S.)
Dhatav, Maharashtra

Registered Office

Hira Baug, 1st Floor,
Kasturba Chowk (C.P. Tank),
Mumbai - 400 004. INDIA