



SADHANA NITRO CHEM LIMITED

CIN : L24110MH1973PLC016698

10, Bruce Street, 1st Floor, 8/12 Homi Mody Street, Fort, Mumbai 400001
Tel.: 022-68663300, Email: sadhananitro@sncl.com, Website: www.sncl.com

Date: May 30, 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: Annual Secretarial Compliance Report of the Company for the Financial Year ended 31st March, 2024

Dear Sir/Madam,

We write to inform you that pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and above referred circulars of SEBI and Stock Exchanges, please find enclosed the Annual Secretarial Compliance Report issued by M/s. MMJB & Associates LLP, Practicing Company Secretaries, for the Financial Year ended 31st March, 2024.

Kindly take the same on your records.

For SADHANA NITRO CHEM LIMITED

Nitin Rameshchandra Jani
Company Secretary & Compliance Officer
Membership No.: A4757

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund - West, Mumbai - 400080, (T) 022-21678100
LLPIN: AAR-9997

Secretarial Compliance Report of Sadhana Nitro Chem Limited For the financial year ended March 31, 2024

We, M/s. MMJB & Associates LLP, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by the **Sadhana Nitro Chem Limited** ('listed entity'),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the period covering from April 01, 2023 to March 31, 2024 ('Review Period') in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ('Listing Regulations')
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable to the listed entity during the Review Period**)

- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not Applicable to the listed entity during the Review Period)**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with the listed entity;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable to the Company.

and circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified in **Annexure-A**.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports specified in **Annexure-B**.

(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of	Yes	-

	<p>the listed entities.</p> <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 		
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27 (2) of Listing Regulations are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entity have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries..</p>	<p>(a) Yes (b) Yes</p>	<p>- -</p>
6.	<p><u>Preservation of Documents:</u></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-

8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>(a) Yes</p> <p>(b) NA</p>	<p>(a) -</p> <p>(b) Please refer point no. 8(a)</p>
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.</p>	<p>No</p>	<p>Please refer Annexure A</p>
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>No</p>	<p>Please refer Annexure A</p>
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action(s) has been taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	<p>Yes</p>	<p>-</p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	<p>NA</p>	<p>No such event during the review period</p>
13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	<p>No</p>	<p>Please refer Annexure A</p>

**Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For MMJB & Associates LLP
Company Secretaries**

DEEPTI AMEY
KULKARNI

Digitally signed by
DEEPTI AMEY
KULKARNI
Date: 2024.05.30
18:13:33 +05'30'

**Deepti Kulkarni
Designated Partner**

ACS: 34733

CP: 22502

PR No.: 2826/2022

UDIN: A034733F000496040

Date: May 30, 2024

Place: Mumbai

Annexure-A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Listed entity shall provide the information including PAN number of Promoter(s) including member(s) of promoter group, designated person(s) and director(s) with Designated Depository on the same day.	SEBI Circular SEBI/HO/ISD/CIR/P/202 dated September 09, 2020 (System Driven Disclosure)	The details of Designated persons in system driven disclosure are not updated on the same day.	-	-	The details of Designated persons in system driven disclosure are not updated on the same day.	-	The listed entity has updated details of designated persons with the designated depository in delay.	The Listed entity is in the process of setting up practise for ensuring compliance with same.	-
2.	All material related party transactions shall require prior approval of Shareholders	Regulation 23 (4) of Listing Regulation	Approval of Shareholders not taken for material Related Party Transaction	-	-	Approval of Shareholders not taken for material Related Party Transaction		During the review period transactions with three Related Parties became material for which approval of Shareholders were not taken. Consequently, details captured in Corporate Governance Reports	The Listed entity will put forward a resolution to the shareholders, seeking their approval to ratify the transactions.	-

								for respective quarters was erroneous.		
3.	Prior Intimation to Stock Exchanges for matters specific in Regulation 29 of Listing regulations in XBRL format.	Regulation 29 of Listing Regulations	Prior Intimation of the Board Meeting dated December 12, 2023 not given on the Stock Exchange in the XBRL Format.	-	-	Company has not done Prior intimation of Board meeting to the Stock exchange for approval for raising of fund through right issue in XBRL Format.	-	The Listed Entity has not given prior intimation of the board meeting in XBRL format.	The Listed Entity has filed the prior intimation in PDF form on the stock exchanges within the prescribed timeline and strengthen the process for non-recurrence of such deficiencies.	-
4.	Outcome of board meeting for certain matters as specified in point number 4 of the said schedule need to disclose to the Exchange(s), within 30 minutes of the closure of the meeting.	Regulation 30 read with Schedule III (Part A) of Listing Regulation	Delay in submission of outcome of Board Meeting to Stock Exchange	-	-	Delay in submission of outcome of the Board Meeting to Stock Exchange	-	The listed entity has submitted the outcome beyond the mandated timelines of 30 minutes from conclusion of Board Meetings (BM) in five instances.	The Listed Entity is currently in the process of establishing practices to ensure compliance with the aforementioned requirements.	-

Annexure-B

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended....	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	During the review period transaction with one of the Related Party became material for which approval of Shareholder was not taken. Consequently, details captured in Corporate Governance Reports for respective quarters was erroneous.	FY 2022-23	Under Regulation 23 (4) of Listing Regulation- Approval of Shareholders not taken for material Related Party Transaction	Approval of Shareholders not taken for material Related Party Transaction	The Listed entity has passed shareholder resolution through Postal ballot dated 27-05-2023 to ratify the transactions.	The Listed entity has ratified the said transaction by passing shareholders resolution through postal ballot.
2.	The listed entity has not appointed its Independent Director as a director on the board of its unlisted material subsidiary	FY 2022-23	Under Regulation 24 of Listing Regulations- At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an	Non-appointment of Independent Director of listed entity on the board of an unlisted material subsidiary	During the FY 23-24 requirement for appointment of Independent Director is not applicable.	The Listed entity has not appointed independent director, however during the audit period the requirement of the said regulation is not applicable as Material subsidiary is not exceeding threshold limit of

			unlisted material subsidiary, whether incorporated in India or not			20% of Consolidated Net worth or income of the Listed entity.
3.	Structured digital database was non-functional for part of the period under review as a result of which entries made therein were in delay.	FY 2022-2023 FY 2021-2022 FY 2020-2021 FY 2019-2020	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015- Maintenance of Structured Digital Database board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information	Non-functional of Structured digital database for part of the period and delayed entries therein.	Listed entity has maintained SDD and the SDD is now functional and operative.	SDD was non-functional for part of the year in Financial Year 2022-23, however during audit period SDD is functional and operative.
4.	The listed entity has updated details of designated persons with the designated depository in delay.	FY 2022-23 FY 2021-2022 FY 2020-2021	SEBI Circular SEBI/HO/ISD/CIR/P/202 dated September 09, 2020 (System Driven Disclosure)- Listed entity	The details of Designated persons in system driven disclosure are not updated on the same day.	The Listed entity is in the process of setting up practise for ensuring compliance with same.	During audit period the entries were updated in delay as reported above.

			shall provide the information including PAN number of Promoter(s) including member(s) of promoter group, designated person(s) and director(s) with Designated Depository on the same day.			
5.	The listed entity has submitted the outcome beyond the mandated period of 30 minutes from conclusion of Board Meetings.	FY 2022-23 FY 2021-2022 FY 2020-2021 FY 2019-2020	Regulation 30 read with Schedule III (Part A) of Listing Regulation - Outcome of board meeting for certain matters as specified in point number 4 of the said schedule need to disclose to the Exchange(s), within 30 minutes of the	Delay in submission of outcome of Board Meeting to Stock Exchange	The Listed entity is currently in the process of establishing practices to ensure compliance with the aforementioned requirements.	During audit period there were delay in submission of outcome of Board Meeting to Stock Exchange as reported above.

			closure of the meeting			
6.	Listed entity has delayed in dissemination of documents/information on the website in few instances.	FY 2022-23	Regulation 46 of Listing Regulation - Timely dissemination of the documents/information under a separate section on the website.	Website not updated on timely manner	The Listed entity has updated the website.	During the Audit period the Listed entity has complied with Regulation 46 of Listing Regulation.