



# SADHANA NITRO CHEM LIMITED

CIN : L24110MH1973PLC016698

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

Tel.: 022-23865629 / 23875630 • Fax : 022-23887235

E-mail : sadhananitro@sncl.com • Website : www.sncl.com

**Date: September 01, 2022**

**To,  
BSE Limited,  
P.J. Towers,  
Dalal Street, Mumbai – 400001**

**Scrip Code - 506642**

Dear Sir/Madam,

**Subject: Notice of the 49<sup>th</sup> Annual General Meeting along with Annual Report for the Financial Year 2021-22.**

This is in furtherance to our intimation dated August 31, 2022 with respect to notice of the 49<sup>th</sup> Annual General Meeting (“AGM”) and Annual Report for the Financial Year 2021-22, we hereby wish to inform you that due to minor IT inconveniences, we were unable to enclose the said AGM notice and Annual Report of the company along with intimation filed on August 31, 2022, however the said enclosures were hosted on the website of the Company at <https://www.sncl.com/financial-highlights>.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we enclose herewith the following:

1. Notice of the 49<sup>th</sup> Annual General Meeting.
2. Annual Report for the Financial Year 2021-22.

The Notice of the 49<sup>th</sup> Annual General Meeting along with the Annual Report for the financial year 2021-22 have been sent only through electronic mode to those members whose email addresses were registered with the Company/Company's Registrar and Transfer Agent, Link Intime India Private Limited.

Kindly acknowledge the receipt of the same.

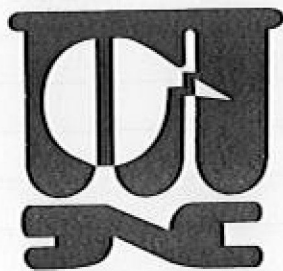
Thanking you.

**FOR SADHANA NITROCHEM LIMITED**

NITIN  
RAMESHCH  
ANDRA JANI

Digitally signed by  
NITIN  
RAMESHCHANDRA  
JANI  
Date: 2022.09.01  
17:34:33 +05'30'

**Nitin Rameshchandra Jani**  
**Company Secretary**  
**Membership No.: A4757**



**Sadhana Nitro Chem Limited**

**49<sup>th</sup> Annual Report 2021-2022**

**SADHANA NITRO CHEM LIMITED**

SR.NO	CONTENTS	PAGE NO.
1	CORPORATE DETAILS	2
2	NOTICE TO THE MEMBER	3 - 17
3	BOARD REPORT WITH ANNEXURE AND MANAGEMENT DISCUSSION & ANALYSIS-	18 - 68
4	CORPORATE GOVERNANCE REPORT	30 - 56
5	FIVE YEARS HIGHLIGHTS	69
6	STANDALONE FINANCIAL STATEMENT	
	Independent Auditor's Report	70 - 80
	Balance Sheet	81
	Statement of Profit & Loss	82
	Cash Flow Statement	83 - 84
	Notes forming part of the Standalone Financial Statements	85 - 125
7	CONSOLIDATED FINANCIAL STATEMENT	
	Independent Auditor's Report	126 - 132
	Balance Sheet	133
	Statement of Profit & Loss	134
	Cash Flow Statement	135 - 136
	Notes forming part of the Consolidated Financial Statements	137 - 178
8	ANNUAL REPORT OF THE SUBSIDIARY COMPANIES - 1. SPIDIGO NET PVT LTD.	179 - 196
	2. ANUCHEM B. V.	197 - 202



## **SADHANA NITRO CHEM LIMITED**

### **CORPORATE DETAILS**

<b>BOARD OF DIRECTORS</b>	<b>Shri. Asit D. Javeri</b> <b>Shri. Priyam S. Jhaveri</b> <b>Shri. Pradeep N. Desai</b> <b>Shri. Abhishek A. Javeri</b> <b>Smt. Seema A. Javeri</b> <b>Shri. Amit M. Mehta</b> <b>Smt. Ayesha S. Patel</b>	Executive Chairman Independent Director Independent Director Managing Director Executive Director-Administration Independent Director Independent Director
<b>KEY MANAGERIAL PERSONNEL</b>	<b>Shri. Nitin R. Jani</b> <b>Shri. Rakesh R. Kothari</b>	Company Secretary Chief Financial Officer
<b>BANKERS</b>	CITI BANK, Mumbai ICICI BANK LTD., Mumbai HDFC BANK LTD., Mumbai	
<b>AUDITORS</b>	Jayesh Dadia & Associates LLP Chartered Accountants 422, Arun Chambers, Tardeo, Mumbai-400034.	
<b>REGISTERED OFFICE</b>	Hirabaug, 1 <sup>st</sup> Floor, Kasturba Chowk (C.P.Tank), Mumbai-400 004. Phone: 022-23865629 Fax : E-mail : <a href="mailto:sadhananitro@sncl.com">sadhananitro@sncl.com</a> Website : <a href="http://www.sncl.com">www.sncl.com</a>	
<b>CIN</b>	L24110MH1973PLC016698	
<b>FACTORY</b>	47, M.I.D.C. Industrial Area, Roha, Dist. Raigad, Maharashtra- 402 116.	
<b>REGISTRAR AND TRANSFER AGENT (RTA)</b>	LINK INTIME INDIA PRIVATE LIMITED (Formerly known as Intime Spectrum Registry limited) C101, 247 Park, LB S Marg, Vikhroli West, Mumbai-400 083. Phones : 022-49186000 E-mail : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	



## NOTICE OF THE 49<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE (49<sup>TH</sup>) FORTY NINTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF SADHANA NITRO CHEM LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 22ND SEPTEMBER, 2022 AT 4.00 PM (IST) THROUGH VIDEO CONFERENCING ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statement

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and the Auditor's thereon.

#### 2. Declaration of Dividend

To declare a dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2022.

#### 3. Appointment of Mr. Asit D. Javeri (DIN:00268114) as a director who is liable to retire by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Asit D. Javeri (DIN:00268114), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

### SPECIAL BUSINESS:

#### 4. Ratification of remuneration of Cost Auditors

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 read with Companies (Audit and Auditors) Rules 2014 as amended from time to time, the payment of the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus reimbursement of out of pocket expenses at actual plus applicable taxes payable to M/s Vinay Mulay & Co., Cost Accountants (Reg No: M8791), 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, 2023, be and is hereby ratified and approved.

RESOLVED FURTHER THAT Mr. Asit D. Javeri, Executive Chairman and/or Mr. Abhishek A. Javeri, Managing Director and/or Mr. Nitin R. Jani, Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. To approve the re-appointment of Mr. Amit Mahendra Mehta (DIN: 00073907) as an Independent Director of the Company for a second term of five consecutive years.

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Amit Mahendra Mehta (DIN:00073907), Independent Director of the Company, whose period of office is getting expired on April 29, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and under Listing Regulations, 2015 and who is eligible for re-appointment for a period of second term under the Act and under Listing Regulations, 2015, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of five consecutive years commencing from April 30, 2023 till



April 29, 2028, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits prescribed under the Act.

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

**Registered Office:**

Hira Baug, 1<sup>st</sup> Floor  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400004  
CIN: L24110MH1973PLC016698  
E-mail: sadhananitro@snci.com  
Date: 12th August, 2022

**By the order of Board of Directors**

Nitin R. Jani  
Company Secretary  
Membership No: A4757



## NOTES:

1. Pursuant to the General Circular No. 14/2020 dated April 8 2020, and General Circular No. 17/2020 dated April 13 2020, General Circular No 22/2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, , General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General circular No. 03/2022 dated May 05, 2022 and all other applicable circulars prescribing the procedures and manner of conducting the AGM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") along with Circular number SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'the Circulars'). In compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM.
2. The AGM shall be deemed to be held at the Registered Office of the Company at Hira Baug, 1st Floor, Kasturba Chowk (C. P. Tank), Mumbai, Maharashtra, 400004.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ('the Act').
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal/e-voting portal.
6. An Explanatory Statement pursuant to section 102 of the Act relating to the special Business to be transacted at the AGM is annexed hereto.
7. NSDL will be providing facility for voting through remote e-Voting, for participation in the 49<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 49<sup>th</sup> AGM.
8. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis.
9. The Company has fixed Thursday, 15<sup>th</sup> September, 2022 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
10. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source ("TDS"), will be made on or before Wednesday, 21<sup>st</sup> October, 2022 as under:
  - i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited ("CDSL") (both collectively referred to as 'Depositories') as of the close of business hours on Thursday, 15<sup>th</sup> September, 2022;
  - ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on Thursday, 15<sup>th</sup> September, 2022.
11. Pursuant to the amendments in the Income Tax Act, 1961 ('the IT Act'), dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at sadhananitro@snci.com. For the detailed process, please visit website of the Company www.snci.com
12. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at amity@nsdl.co.in /022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.
13. The Company has appointed Link In time India Private Limited, (RTA), C101, 247 Park, LBS Marg Vikhroli West, Mumbai 400083 as Registrars and Share Transfer Agents for Physical Shares. The said RTA is also the Depository interface of the Company with both NSDL & CDSL. 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@sncil.com

14. The 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.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to sadhananitro@sncil.com
16. 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.
17. Members desiring any information are requested to write to the Company 10 days in advance
18. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 49<sup>th</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA / Depositories for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.

Physical Holding	<p>Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address &amp; Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company.</p> <p>You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the respective forms to the following address:</p> <p>Link Intime India Pvt. Ltd. (Unit: Sadhana Nitro Chem Limited) Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Ph: 022 - 49186270 Email: mt.helpdesk@linkintime.co.in</p>
Demat Holding	Contact respective Depository Participant(s)





19. 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.
20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
21. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM facilitated by NSDL.
23. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Makarand M. Joshi, Partner or failing him Ms. Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting 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 for all those members who are participating in the AGM through Video Conferencing 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
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. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
28. **Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:**  
Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) due to COVID-19 pandemic situation such statements including the Notice of the 49<sup>th</sup> AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2021-22 is available on the Company's website [www.snc.com](http://www.snc.com), website of the Stock exchanges i.e. BSE i.e. [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Agency i.e. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
29. **Instructions for Members for participating in the AGM through VC/OAVM**
- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system.



Members may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under member's login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed.

- II. The Members can start joining in 30 (thirty) minutes before the scheduled time of AGM and it will be kept open for 15 (fifteen) minutes after the start of AGM.
- III. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 Members on first come first served basis.
- IV. User Guidelines/Compatibility for viewing of AGM:

- ✓ All you need is a computer with an Internet connection (high speed service such as DSL or cable works best) and speakers Compatible Browser list: Google Chrome 50 | Microsoft Edge | Internet Explorer 10 & above | Firefox | Safari | Opera
- ✓ Video Buffering/Video Stuck but not audible: Check on the Internet Connection, Check whether you have sufficient bandwidth for viewing the Same, To check whether if you have sufficient bandwidth for viewing the same, click on the system check tab or visit speed test.net Minimum Internet Speed should be 10 MBPS with the Upload and Download Ratio of 1:1.
- ✓ Allow third party cookies.
- ✓ You may also use a headset instead of speakers.
- ✓ Please refresh your browser (for laptop / desktop kindly press CTRL+F5)

#### 30. Procedure to raise questions / seek clarifications with respect to Agenda of AGM:

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to [sadhananitro@snci.com](mailto:sadhananitro@snci.com) Questions / queries received by the Company till 5.00 p.m. IST on Tuesday, 20<sup>th</sup> September, 2022, shall only be considered and responded during the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to [sadhananitro@snci.com](mailto:sadhananitro@snci.com) any time before 5:00 p.m. IST on Tuesday, 20<sup>th</sup> September, 2022, mentioning their name, Demat account number/ folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

#### Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

In compliance with provisions of Section 108 of the Act 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, the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 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 shall be made available at the AGM and the members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The remote e-voting period commences on Monday, 19<sup>th</sup> September, 2022 at 9:00 am and ends on Wednesday, 21<sup>st</sup> September, 2022, 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 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.

**IV. General Instructions for accessing and participating in the AGM through VC/OAVM. Facility and voting through electronic means including remote e-voting:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sncpl.com](http://www.sncpl.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8 2020, and General Circular No. 17/2020 dated April 13 2020, General Circular No 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, , General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General circular No. 03/2022 dated May 05, 2022 and all other applicable circulars.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- a) The remote e-voting period begins on Monday, 19<sup>th</sup> September, 2022 at 9:00 am and ends on Wednesday, 21<sup>st</sup> September, 2022, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- b) The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 15<sup>th</sup> September, 2022 may cast their vote electronically.
- c) **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 and joining virtual meeting 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWebIdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWebIdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/Easi/Registration">https://web.cdslindia.com/myeasi/Registration/Easi/Registration</a>.</li> </ol>



	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43

**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 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:**

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:**

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- 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 etc.
- 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?**

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](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 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### 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@sndl.com](mailto:sadhananitro@sndl.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@sndl.com](mailto:sadhananitro@sndl.com)) if you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.

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. : 1800-1020-990/ 1800-22-44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([sadhananitro@sncil.com](mailto:sadhananitro@sncil.com)). The same will be replied by the company suitably.

#### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE ACT

##### Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration of Rs.1,25,000/- per annum (Rupees One Lakh and Twenty Five Thousand only) plus applicable taxes and out of pocket expenses to M/s Vinay Mulay & Co., Cost Accountants (Reg No: M/8791) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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.

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 Auditors, M/s Vinay Mulay & Co., of the company:

Sr. No.	Particulars	Details
1.	Name of the firm	M/s. Vinay Mulay & Co.
2.	Brief Profile or Credentials of the firm	Mr. Vinay Mulay, CEO: Age 62 Years having Qualification of M. Com., FCMA, CMA (USA), PGDMS, CSCP, (APICA, USA) and having Experience of More than 42 Years in Cost Audit, Internal Audit, Forensic Audit, Inventory Management and Valuation, Project Management, Strategic Planning, Indirect taxation, Project Report for Financial Institutions and Banks in diverse Industries, working with MNCs etc.





3.	Terms and Conditions of Appointment	As per Appointment Letter
4.	Proposed Fees to be payable subject to the ratification of Members in AGM	Rs. 1,25,000/- per annum (Rupees One Lakh Twenty Five Thousand only)
5.	Date of Registration	29 <sup>th</sup> August, 2011
6.	Address	17B Laxminagar Maratha CHS Ltd Near RTO, Opposite Teacher's Colony, Andheri Mumbai-400053
7.	PAN No.	AADPM3648M
8.	Registration No.	M/8791
9.	Contact details	Tel: 26324918 / Mobile : 9819864918
10.	Email Address	mulayvb@hotmail.com
11.	Whether any regulatory action has been faced	No

#### Item No.5

The Members at the AGM held on August 30, 2018 has appointed Mr. Amit Mahendra Mehta as an Independent Director to hold office for a term of 5 years commencing from April 30, 2018 to April 29, 2023. Accordingly, the tenure of Mr. Amit Mahendra Mehta, as an Independent Director is due for expire on April 29, 2023.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Amit M. Mehta, to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and also in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Amit Mahendra Mehta during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 24<sup>th</sup> May, 2022 has considered, approved and recommended the re-appointment of Mr. Amit Mahendra Mehta as an Independent Directors for a second term of five years with effect from April 30, 2023 to the Board of Directors for their approval.

In the opinion of the Board of Directors, Mr. Amit Mahendra Mehta fulfils the conditions specified in the Act and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management. He also has requisite qualifications, skills, experience and expertise and the Board has satisfied itself about the integrity, expertise and experience of Mr. Amit Mahendra Mehta.

In terms of the Companies (Creation and Maintenance of data bank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Mr. Amit Mahendra Mehta has enrolled his name in the online data bank of Independent Directors maintained by the Government.

The Board of Directors at its meeting held on 12<sup>th</sup> August, 2022 has approved the proposal for re-appointment of Mr. Amit Mahendra Mehta as an Independent Director for a second term of five consecutive years with effect from April 30, 2023.

In line with the Company's remuneration policy for Independent Directors, Mr. Amit Mahendra Mehta will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.

In line with the aforesaid provisions of the Act and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Amit Mahendra Mehta, the Shareholders are requested to approve the



re-appointment of Mr. Amit Mahendra Mehta as an Independent Directors for a second term of five consecutive years with effect from April 30, 2023.

Except Mr. Amit Mahendra Mehta, being the appointee, none of the other 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. 5 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the shareholders.

**Brief Resume of Director's seeking appointment /re- appointment**

Particulars of the Directors seeking appointment / re-appointment at the ensuing AGM pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and secretarial standards on General Meeting

	Mr. Asit D. Javeri	Mr. Amit M.Mehta
Name	Mr. Asit D. Javeri	Mr. Amit M.Mehta
DIN	00268114	00073907
Date of Birth/ Age	25/06/1956 66 years	15/06/1954 68 years
PAN	AEDPJ1538B	AAHPM7493G
Nationality	Indian	Indian
Date of First Appointment	01/09/2015	30/04/2018
Brief resume & Expertise in Specific Functional Areas	Operating, Managing, Strategic planning Marketing in the chemical industry. Mr. Asit D. Javeri had experience of 11 years of chemical industry. He has been associated with the company for more than 37 years.	Vast experience in Chemical Business
Qualifications	B.Sc. (Hon)	B.Sc (Chemistry)
Directorship held in other entities	<ul style="list-style-type: none"> <li>Phthalo Colours and Chemicals (India) Limited</li> <li>Manekchand Panachand Trading Investment co Pvt Limited</li> <li>Life Style Networks limited</li> <li>DHPL Marine Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Finorga (India) Pvt Ltd</li> <li>S. Amit Speciality Chemicals Private Limited</li> <li>Perfo Chem (India) Private Limited</li> <li>Top notch Realty Private Limited</li> <li>Pinami Realty Private Limited</li> <li>Value E-healthcare Limited</li> <li>Insight Health SCAN Private Limited</li> <li>Global-local Lifestyle Services Private Limited</li> <li>Fyra Insights Private Limited</li> <li>Diamines and Chemicals Limited</li> <li>KLJ Organic Diamines Limited</li> <li>DACL Fine Chem Limited</li> </ul>
Names of listed entities from which the Director has resigned in the past three years	<ul style="list-style-type: none"> <li>IEL Limited</li> <li>Premier Limited</li> </ul>	<ul style="list-style-type: none"> <li>Tomorrowland Apparels Private Limited</li> </ul>
Membership / Chairmanship of Committees	3- Membership 1- Chairmanship	0- Membership 0- Chairmanship
The skills and capabilities required for the Independent Director role and the manner in which the proposed person meets such requirements	NA	Long, rich experience, continued valuable guidance to the management and strong Board performance. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.
Number of shares held in the Company	1,16,91,771	8,78,906



Disclosure of relationship	Mrs. Seema A. Javeri- (Wife) Mr. Abhishek A. Javeri- (Son)	None
Terms and Conditions of Appointment/Reappointment	As per agreement	As per appointment letter
Remuneration proposed	As per the resolution passed in the AGM held on 22 <sup>nd</sup> September, 2022	Sitting fees
Remuneration last drawn	As mentioned in the Board Report	As mentioned in the Board Report
Number of Board meetings attended during the year	8	7

**Registered Office:**  
Hira Baug, 1<sup>st</sup> Floor  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400004  
**CIN:** L24110MH1973PLC016698  
**E-mail:** sadhananitro@snci.com  
**Date:** 12th August, 2022

**By the order of Board of Directors**  
Nitin R. Jani  
Company Secretary  
Membership No: A4757



## BOARD'S REPORT

To  
The Members of  
SADHANA NITRO CHEM LIMITED

The Board of Directors hereby submits the report of the Business and operations of the Company for the Financial Year ended 31<sup>st</sup> March, 2022. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### 1. FINANCIAL RESULTS AND HIGHLIGHTS OF PERFORMANCE (Rs. In Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2021-22	2020-21	2021-22	2020-21
Revenue from operations (Net) & Other Income	12,565	9,429	13668	10796
Total Expense	11,718	8,134	12,777	8930
Profit before Taxation	847	1,295	891	1866
Tax Expense	(268)	(273)	(269)	(274)
Profit/after tax	579	1,022	622	1,592
Other Comprehensive Income	16	21	16	21
Total Comprehensive Income	595	1,043	638	1,613

### 2. REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY

The total revenue of your company for the financial year ending 31<sup>st</sup> March, 2022 has been Rs. 12,565 Lakhs as compared to Rs. 9,429 Lakhs in the previous years, registering an increase of about 33.25%.

The Company has assessed the possible impact of COVID-19 on its financial statements based on the internal & external information available up to the date of approval of these financial results and concluded that no adjustments are required in these results. The COVID-19 pandemic and subsequent lockdowns affected the results of the first half of the year reducing global demand for our products, however over the second half of the year the company's customers and applications all saw visible revivals in demand and subsequent increase in quantities.

The operations were under pressure of rippling effect of pandemic COVID-19. The domestic supply chain and international cargo movement were adversely affected.

On the other hand, due to the geo-political situation in Eurasia and COVID-19 situation in China, raw material and oil prices, along with freight show an extraordinary increase in cost. As the company had pre-existing orders, prior to the sudden extraordinary increases in cost, the company show reduced margins as it honored the contracts it had taken. The company is now negotiating for future orders based on the increased costs.

The EBIDTA from normal operation for 2021-22 was Rs. 1,875 Lakhs (P.Y. EBIDTA of Rs. 2,211 Lakhs) registering decline of about 15.20%.

Despite of all the above factors, your company achieved higher turnover but as impact of all above factors the Profit after Tax (PAT) was of Rs. 579 Lakhs (P.Y. Rs. 1,022 Lakhs) from normal operation registering of about 43.34 % decline.

The company has a satisfactory order book position. There has been no change in the nature of the business of the Company.

### 3. CHANGES IN SHARE CAPITAL/ISSUE OF SECURITIES:

#### a) Bonus Shares

During the year under review, the Company has issued Bonus Shares in the ratio of two Bonus shares for every five



existing equity shares held as on the record date by capitalization of reserves as approved by shareholders in the Extra-ordinary general meeting held on 9<sup>th</sup> July, 2021.

**b) Increase in Authorized share capital:**

The Board at its meeting held on 10<sup>th</sup> August, 2021 approved increase in Authorised Share capital of the company and consequential amendment in Memorandum of Association of the company which was further approved by the members of the company at the Annual General Meeting of the Company held on 28<sup>th</sup> September, 2021 from existing Authorized Share Capital of the Company of Rs. 21,50,00,000 (Rupees Twenty One Crores and Fifty Lakhs) divided into Rs. 21,50,00,000 (Twenty One Crores and Fifty Lakhs) Equity Shares of Rs. 1/- (Rupee One) each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 1/- (Rupee One).

**c) Share Warrant:**

During the year subsequent to approval accorded by the shareholders by way of Postal Ballot on 5<sup>th</sup> March, 2022, the company has issued 65,20,606 Equity Share Warrants of the Company at a price of Rs. 153.36 (including a premium of Rs. 521.36) per Equity Share Warrant, aggregating to Rs. 1,00,00,137/- on a preferential basis. The proceeds of the said Preferential Issue will be utilized towards expansion in the company including para-amino phenol (PAP) business (capex and opex) and for the general corporate purpose of the Company. The Warrants are fully convertible into one equity share against each Warrant and the Equity Shares shall be allotted upon exercise of the Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment.

**d) Listing Application on NSE:**

The Board at its meeting held on 18<sup>th</sup> January, 2022 approved the listing of equity shares on the Main Board of National Stock Exchange of India Limited (NSE). The company has submitted the application for the same and it is in the process of getting approval from National Stock Exchange of India Limited (NSE).

**4. DIVIDEND:**

Your Directors are please to recommend 15% dividend (subject to tax on expanded capital on pro-rata basis) on equity share for financial year 2021-22, subject to the approval of shareholders in the ensuing 49<sup>th</sup> Annual General Meeting.

The Members whose names appear as Beneficial Owners as at the end of the business hours on Thursday, 15<sup>th</sup> September, 2022 (Record date) will be eligible for receipt of Dividend. The Dividend, if approved by the Members will be paid on or before 30 days from the date of Annual General Meeting.

**5. EXPANSIONS:**

Your company is happy to announce that pursuant to its application to Government of India, Ministry of Chemicals and Fertilizers, Department of Pharmaceuticals for availing production linked incentives (PLI) Scheme for proposed project of Para Amino Phenol (PAP), your company has been approved and awarded the PLI based on the press note dated 12<sup>th</sup> May, 2021.

Your company is in the stage of rolling out PAP plants for a total capacity of 36000 TPA. These capacities will be installed over a couple of years. The Company has commenced production of its first PAP plant on the 7<sup>th</sup> June, 2022. Post commercialization of PAP plant the Company has successfully stabilized both, production and quality standard subsequent during second quarter of FY 2022-2023. The receipt of PAP product approval from the clients has commenced. All efforts are targeted to maximise the capacity utilisation in next six months. With the increased demand of PAP, and the PLI Scheme awarded, your company is in process of setting up its subsequent plant at a faster pace.

As we see the world's economies stabilize, we have seen renewed demand in all of our products. In light of this we shall be de-bottlenecking some of our existing products for additional capacity.

**6. EXPORTS:**

With the increase in competitiveness of your company on a global front, it has stable exports to across Europe, Japan, North and South America etc.

While our local market is growing steadily Company's turnover is still focused on the export market. This year's exports



being total of Rs. 7,480 Lakhs compared to last year's Rs. 4,783 Lakhs registering an increase of about 56.38%. Exports constituted about 59.53% of the overall revenue from operation including other income. Company's Exports are well diversified in terms of product range as well as the Countries of Export.

#### 7. OUTLOOK:

Your company has strong long-term fundamentals. It is looking towards leveraging its unique product offering along with its competitive strengths towards a long-term diverse sales pipeline with sustainable cash flows for the foreseeable future. Your company is looking to utilize its cash flow towards expanding product lines, diversify into downward derivatives of its existing products to create a maintainable long-term revenue pipeline and to further backward integrate to remove external dependencies. As the global markets are steadily opening up, we see a positive outlook in the demand.

#### 8. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013, (The Act) and other applicable rules thereunder during the year under review. Hence, the requirement for furnishing of details is not applicable.

#### 9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Pursuant to the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, Loans, guarantees and investments has been furnished in the Notes No. 4 & 5 to Audited financial statement.

#### 10. UNPAID DIVIDEND & IEPF:

The Company is not required to transfer any amount to the Investor Education & Protection Fund (IEPF) and does not have unclaimed dividend which remains to be transferred to Unpaid Dividend Account.

#### 11. TRANSFER TO RESERVES:

The Board of Directors have not appropriated and transferred any amount to any Reserve and the Board has decided to retain the entire amount in profit and Loss account.

#### 12. CONSOLIDATED FINANCIAL STATEMENTS:

As on 31<sup>st</sup> March, 2022 the Company has two wholly owned subsidiary viz. Anuchem B.V.B.A. Belgium, a Foreign Subsidiary, and Spidigo Net Private Limited, an Indian Subsidiary, Financial Statement of the said subsidiaries are considered for the purpose of preparing Consolidated Financial statements.

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS-23 and AS-27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

#### 13. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

Anuchem B.V.B.A and Spidigo Net Private Limited continue to be engaged in their respective nature of business. The performance and financial position/salient features of both the subsidiaries for the year ended 31<sup>st</sup> March, 2022 is given in Form AOC-I which is annexed hereto and marked as **Annexure-I**. Spidigo Net Private Limited is in the process of its Merger with the Company.

#### 14. RELATED PARTY TRANSACTIONS:

##### a) **The particulars of contracts or arrangements with related parties:**

Your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. An abridged policy on related party transactions has been placed on the Company's website at <https://www.sncl.com/policy>.



Related Party Transactions are also placed on a quarterly basis before the Audit Committee and Board of Directors for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature.

Further, the Company has not entered into any material transactions/contracts/arrangements referred to in Section 188(1) of (The Act) with related party (ies) as defined under Section 2(76) of (The Act) during the financial year under review.

**b) Disclosure of Related Party Transaction with Person or Entity belonging to Promoter & Promoter Group:**

The Company has not made any transaction(s) with Manekchand Panachand Trading Investment Co Private Limited, (Being Holding Company) an Entity belonging to Promoter or Promoter Group that holds 10% or more shareholding of the Company.

**c) Disclosure of Loans and advances in nature of Loan to Subsidiaries and Associate of the Company:**

The Company has given Loan to Spidgo Net Pvt. Ltd. amounting to Rs 9,77,38,076 which in the process of merger with the company.

**15. INSURANCE:**

The assets of your Company are adequately insured. Your Company has also taken out suitable cover for Public Liability.

**16. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an adequate Internal Control System commensurate with the size and nature of its business. The preparation designing and documentation of Policy on Internal Financial Control are in place and implemented which is reviewed periodically and modified suitably to ensure controls.

The internal audit is carried out by a separate firm of Chartered Accountants. The periodical audit reports, including significant audit observations and corrective actions there-on, are presented to the Chairman of the Audit Committee.

**17. MATTERS RELATED TO DIRECTORS:**

**a) Declarations by Independent Directors:**

All Independent Directors have given their declarations that they meet the criteria of independence as laid down under the Act and pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are registered with MCA Independent Director's Databank.

**b) Board Evaluation:**

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive director. The same was discussed in the Board meeting held subsequently to the meeting of the independent directors, at which the performance of the Board, its Committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

**c) Remuneration Policy:**

The Board of Directors has on recommendation of the Nomination & Remuneration Committee framed policy for selection and appointment of Directors, Senior Management and their remuneration which is stated in the Corporate Governance Report.

**d) Number of Board Meetings:**

The Meetings of the Board and its Committees are held at regular intervals to discuss, deliberate and decide on various business policies, strategies, governance, financial matters and other businesses. The Board met 8 times during the financial year ended 31<sup>st</sup> March, 2022 in accordance with the provisions of the Act, the details of which



are given in the Corporate Governance Report. The gap between two Board Meetings did not exceed 120 days as per Section 173 of the Act.

**e) Board of Directors and Key Managerial Persons:**

**i) Appointment/Re-appointment**

- The members of the company at the Annual General Meeting held on 28<sup>th</sup> September 2021 had approved the re-appointment of Shri Asit D. Javeri as an Executive Chairman of the company, Shri Abhishek A. Javeri as Managing Director & Chief Financial Officer of the company and Smt. Seema A. Javeri as an Executive Director (Administration) for the further period of 3 years w.e.f. 1<sup>st</sup> May, 2021.
- The Board of Directors of the Company at its Meeting held on 9<sup>th</sup> June, 2021 had approved extension of service of Mr. Nitin R. Jani, Company Secretary of the company for a further period of 3 years w.e.f. 13<sup>th</sup> November, 2021.
- Based on the recommendation of Nomination and Remuneration Committee (NRC) the Board at its meeting held on 2<sup>nd</sup> May, 2022 approved the appointment of Shri. Rakesh R. Kothari as the Chief Financial Officer of the company with effect from 2<sup>nd</sup> May 2022. Pursuant to his appointment as Chief Financial Officer of the company, Shri Abhishek A. Javeri ceases to be Chief Financial Officer with effect from 2<sup>nd</sup> May, 2022.
- The Board, on 12<sup>th</sup> August, 2022 based on the recommendations of Nomination and Remuneration Committee (NRC) and pursuant to performance evaluation of Mr. Amit M. Mehta as a Member of the Board and considering his background, experience and contribution, the continued association of him would be beneficial to the Company, recommended his re-appointment as an Independent Directors of the Company, not liable to retire by rotation, for a second term of five (5) years commencing with effect from 30<sup>th</sup> April, 2023 till 29<sup>th</sup> April, 2028 for approval of the Members by way of a Special Resolution at the ensuing AGM of the Company. The necessary resolution recommending his re-appointment forms part of the AGM Notice.

**ii) Resignation;**

- Mr. Arvind Doshi has tendered his resignation from the position of Independent Director of the company on 2nd June, 2021. The company appreciates and take on record his valuable advice and contribution during his tenure of 47 years.
- Shri. Abhishek A. Javeri ceases to hold the position of Chief Financial Officer (CFO) of the Company Pursuant to appointment of Shri. Rakesh Kothari as the Chief Financial Officer of the company, with effect from 2<sup>nd</sup> May, 2022. However, Shri Abhishek A. Javeri continues to act as the Managing Director of the company.

**iii) Retirement by Rotation:**

In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation. As per the provisions of Section 152 of (The Act), Mr. Asit D. Javeri, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment and the agenda seeking the approval of Members is included in the Notice convening the 49<sup>th</sup> Annual General Meeting. The necessary resolution recommending his re-appointment forms part of the AGM Notice.

**iv) Appointment criteria and qualifications:**

The Nomination & Remuneration Committee identifies and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, Key Managerial Personnel ("KMP") or at Senior Management level and recommend the same to the Board for appointment.

**v) Separate Meeting of Independent Directors:**

In terms of requirements of Schedule IV of the Act, the Independent Directors of the Company met separately on 15<sup>th</sup> March, 2022, inter alia to review the performance of Non-Independent Directors (including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of information between the Management and the Board.

**18. LOANS FROM DIRECTORS**

During the financial year under review, the Company has borrowed the following amount(s) from Directors and the





respective director has given a declaration in writing to the Company to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others. Accordingly, the following amount(s) is /are excluded from the definition of Deposit as per Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014:-

Name of Director giving loan	Amount borrowed during 2021-22
Shri. Asit D. Javeri	Rs. 296.50 Lakhs
Shri. Abhishek A. Javeri	Rs. 57 Lakhs
Smt. Seema A. Javeri	Rs. 263.00 Lakhs

#### 19. REMUNERATION / COMMISSION DRAWN FROM HOLDING / SUBSIDIARY COMPANY:

During the financial year under review, the directors of the Company has not received remuneration / commission from the holding / subsidiary Company.

#### 20. COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY:

The Company has duly constituted the following mandatory Committees in terms of the provisions of the Act & Listing Regulations read with rules framed thereunder viz.

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee; and
- Risk Management Committee

The Composition of all above Committees, number of Meetings held during the year under review, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Committees were accepted by the Board.

Following are the Committees of Board of Directors of the Company, Details of the composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance, which forms part of the Annual Report. The same is annexed hereto and marked as **Annexure-II**.

#### 21. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was constituted pursuant to the provision of section 178 of the Act.

The Committee has in accordance with the provisions of sub-section (3) of Section 178 of the Act formulated and uploaded on <https://www.sncl.com/policy>, the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

#### 22. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee was constituted pursuant to the provisions of Section 135 of the Act. The composition of the committee is as follows:

- Mr. Asit Dhankumar Javeri, Chairman,  
 Mr. Arvind Raoji Doshi, Member and (Resigned w.e.f 2<sup>nd</sup> June, 2021)  
 Mr. Priyam Shantilal Jhaveri, Member  
 Mrs. Ayesha S Patel, Member (appointed w.e.f 3<sup>rd</sup> June, 2021)

The Annual Report on CSR Activities, as stipulated under the Act and the SEBI (LODR) Regulations, 2015 forms an integral part of this Report and the Company has initiated activities in accordance with the said Policy, the details of which have been prescribed in **Annexure-III**.

The CSR policy is available on the website of the Company at the link <https://www.sncl.com/policy>.



### 23. INTERNAL COMPLAINT COMMITTEE FOR PREVENTION AND PROHIBITION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Internal Complaint Committee was constituted as per provision of the Act for prevention and prohibition of Sexual Harassment of woman at workplace which consists of following members:

- |                               |               |
|-------------------------------|---------------|
| a. Mrs. Seema Asit Javeri     | - Chairperson |
| b. Mrs. Philomena Fernandes   | - Member      |
| c. Mrs. Jyotsana Tushar Parab | - Member      |
| d. Mrs. Mamta Jatin Shah      | - Member      |

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

During the year under review no complaints were received by the Committee.

### 24. VIGIL MECHANISM / WHISTLE BLOWER AND RISK MANAGEMENT POLICY:

Pursuant to the provisions of Section 177 (9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of SEBI (LODR) Regulations 2015 the Company already has in place 'Vigil Mechanism Policy' (Whistle Blower Policy) for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company also adopted Risk Assessment Procedure. The details of the same are mentioned in the Corporate Governance Report.

### 25. AUDITORS & REPORTS:

- a) **Statutory Auditors of the Company and their observations on accounts for the year ended 31<sup>st</sup> March, 2022:**

At the 46<sup>th</sup> Annual General Meeting held on September 25, 2019, the Members approved appointment of M/s. Jayesh Dadia & Associates LLP, Chartered Accountants (Firm registration No: 121142W/W/100122) to hold office from the conclusion of the 46<sup>th</sup> Annual General Meeting until the conclusion of the 51<sup>st</sup> Annual General Meeting to be held for the financial year 2024.

The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers.

- b) **Internal Auditors of the Company:**

The Board of Directors in their meeting held on 24<sup>th</sup> May, 2022 re-appointed M/s Chandrashekhar Iyer & Co., as the Internal Auditor of the Company for the financial year 2022-23.

- c) **Cost Auditors of the Company:**

The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s Vinay Mulay & Co., Cost Accountants (Reg No: M/8791) as the cost auditors of the Company for the year ending March 31, 2023 subject to approval of members in the ensuing Annual General Meeting.

Further, as specified by the Central Government under sub-section (1) of section 148 of the Act the required accounts and records are made and maintained by the Company.

- d) **Secretarial Auditors of the Company:**

The Board on the recommendation of the Audit Committee appointed M/s. Makarand M. Joshi & Co., Company Secretaries in Practice, Mumbai, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2021-22 and their report is annexed hereto and marked as **Annexure-IV**. Observations made by Secretarial Auditor as per said report along with explanation made by Board is given below:



Sr. No	Particular of Observation	Explanation by Board
1	The Company had made delay in submitting the outcome of Board Meeting in few instances	The delays have occurred due to unavoidable circumstances and the Company will strive to avoid such delay in future.
2	The company has submitted the voting results in the format specified by board beyond the mandated period of two working days of conclusion of its Annual General Meeting	The delays have occurred due to unavoidable circumstances and the Company will strive to avoid such delay in future.
3	The Structured Digital Database is not updated.	Delays have occurred due to unavoidable circumstances and the Company will strive to avoid such delays in future. The Company shall ensure that the same is updated in a timely manner.
4	In few of the instances changes in Designated Personnel is intimated in delay to Designated Depository.	The Company did not update the SDD for one Designated Person inadvertently. The Company shall ensure that changes in the Designated Persons are updated on the same day.
5	In one instance Designated Employees of the Company has deviated the Code of Conduct with respect to Contra Trade, and the Company has not intimated the same to the Stock Exchange.	The same has been duly considered by the Audit Committee of the Company at their meeting and the company has reported the same to the Stock Exchange.
6	Company has failed to transfer Rs. 1,13,06,682 towards Corporate Social Responsibility for FY 2020-21 to a fund specified in Schedule VII of the Act since said amount was not spent by the company as its CSR Obligation for that year.	Due to the ongoing COVID-19 pandemic, the Company could not spend the required funds. The Company will ensure that the said amount will be transferred to the fund as mandated by law and the Company will strive to avoid such failure in the future.
7	There was delay in approval and filing the Cost Audit Report for FY 2020-21.	Delays have occurred due to unavoidable circumstances and the Company will strive to avoid such delays in future.

The Board has also appointed M/s. MMJB & Associates LLP, Company Secretaries in Practice, Mumbai as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2022-23.

**e) Reporting of frauds by statutory auditors:**

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143 (12) of the Act read with Companies (Accounts) Rules, 2014.

**f) Code for prevention of Insider Trading:**

As per Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website.

**26. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the corporate governance report together with Auditor report on the compliance on the same is annexed hereto and marked as **Annexure-II** and the Management Discussion and Analysis report is annexed hereto and marked as **Annexure -V**.

**27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed hereto and marked as **Annexure-VI**.

**28. ANNUAL RETURN:**

Pursuant to the provisions of Section 92(3) and 134 (3) (a) of the Act, 2013, the Annual Return for the financial year ended 31<sup>st</sup> March 2022 will be uploaded on the website of the Company at [www.sncj.com](http://www.sncj.com)

**29. SECRETARIAL STANDARDS OF ICSI**

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

**30. INDUSTRIAL RELATIONS**

The Company has been able to create a favorable work environment that motivates performance; customer focus and innovation in your company's strategies are based, inter alia, on process of continuous learning and improvement.

The Company continues to focus on extensive training and developmental activities and efficiency and quality improvement initiatives.

The productivity linked long term wage settlement with the workmen is under negotiation.

**31. PARTICULARS OF EMPLOYEES AND REMUNERATION:**

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules, is attached as **Annexure-VII**. Statement containing particulars of top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197 (12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules is provided in the Annexure forming part of this report.

**32. SIGNIFICANT OR MATERIAL ORDERS PASSED AGAINST THE COMPANY**

Pursuant to the requirement of Section 134(3)(g) of the Act, 2013 read with Rule 8(5)(vi) of the Companies (Accounts) Rules, 2014, it is confirmed that during FY 2021-22 there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

**33. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:**

There have been no other material changes and commitments affecting the financial position of your Company since the close of Financial Year i.e. 31<sup>st</sup> March, 2022 and the date of this Report except those mentioned above.

**34. LEGAL AND REGULATORY**

Compliance with laws and regulations is an essential part of your Company's business operations. We are subject to laws and regulations in diverse areas as product safety, product claims, trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes.

Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

**35. SYSTEM AND INFORMATION**

Your Company's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

The cyber-attack threat of un-authorized access and misuse of sensitive information or disruption to operations continues to increase. To reduce the impact of external cyber-attacks impacting our business, we have firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

**36. GENERAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:



- I. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(i) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- II. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- III. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- IV. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

### 37. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of (the Act), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) They have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the profit of your Company for the Financial Year.
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of (The Act) for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the Annual Accounts on a going concern basis;
- (e) They have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

### 38. CAUTIONARY STATEMENT

Statements in the Board's Report including Annexures there to describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply, input costs, availability, changes in government regulations, tax laws, Global geo-political situation, economic developments within and outside the country and other factors such as litigation and industrial relations

### 39. ACKNOWLEDGEMENT

Your Directors would like to express their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board also places on record its appreciation and gratitude for the continued cooperation and support received from shareholders, investors, bankers, financial institutions, customers, business partners, all regulatory authorities and other stakeholders.

For and On Behalf of the Board of Directors

Place: Mumbai  
Date: 12th August, 2022

ASIT D. JAVERI  
EXECUTIVE CHAIRMAN  
DIN: 00268114



## ANNEXURE-I

## AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies /joint ventures

## Part "A": Subsidiaries

(Information in respect of each subsidiary/Associate Companies/ Joint Venture Companies to be presented with amounts in Rs)

Sr. No	Particulars	Name of Subsidiary	
1)	Name of the subsidiary / Joint Venture / Associates Companies	Anuchem B.V.B.A., Belgium	Spidigo Net Private Limited
2)	Date on which the subsidiary company was associated or acquired	01/04/1998	11/03/2019
3)	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January to December 2021	April 2021 to March 2022
4)	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	Euro 1 Euro = INR 84.73 Date: 31.12.2021	INR
5)	Paid up Share capital	Rs.18750	Rs. 100000
6)	Reserves and Surplus	Rs 23899	Rs. 92160917
7)	Total Assets	Rs. 2152609	Rs. 17370209
8)	Total Liabilities	Rs. 2152609	Rs. 17370209
9)	Investments	Rs. -	Rs. -
10)	Turnover	Rs 290690686	Rs. 501749
11)	Profit before taxation	Rs. (376908)	Rs. (12493318)
12)	Provision for taxation / Def. Tax	Rs. (812)	Rs. 0.92
13)	Profit after taxation	Rs.(376096)	Rs. (12585503)
14)	Proposed Dividend	Nil	Nil
15)	% of shareholding	100 %	100 %

Names of Subsidiaries which are yet to commence operations: - N.A

Names of Subsidiaries which have been liquidated or sold during the year: N.A.



## Part "B": Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

Particulars	Name 1
1. Name of Associates/Joint Ventures	NOT APPLICABLE
2. Date on which the Associate or Joint Venture was associated or acquired	
3. Latest audited Balance Sheet Date	
4. Shares of Associate/Joint Ventures held by the company on the year end (in numbers)	
i. Number	
ii. Amount of Investment in Associates/ Joint Venture	
iii. Extent of Holding %	
5. Description of how there is significant influence	
6. Reason why the associate/joint venture is not consolidated	
7. Net worth attributable to Shareholding as per latest audited Balance Sheet	
8. Profit / Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

Names of associates /joint ventures which are yet to commence operations: - N.A.

Names of associates /joint ventures which have been liquidated or sold during the year: N.A.

Place: Mumbai  
Dated: 12th August, 2022

For Jayesh Dadia &amp; Associates LLP

Chartered Accountants  
Firm Registration. No. 121142W / W100122  
Jayesh Dadia  
Partner  
Membership No. 033973