



# SADHANA NITRO CHEM LIMITED

CIN : L24110MH1973PLC016698

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

**Date:** May 25, 2023

**To**  
**BSE Limited,**  
1st Floor, P.J. Towers,  
Dalal Street, Mumbai – 400001  
Scrip Code: 506642

**To**  
**National Stock Exchange of India Limited**  
Exchange plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051, India  
Symbol: SADHNANIQ

**Subject:** Submission of Postal Ballot Notice

Dear Sir/Madam,

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

Sr. No.	Particulars	Resolution Type
1.	Issue of Bonus Shares	Ordinary
2.	Ratification of Sale/Purchase Transactions Between Company and Aayan Nanotech Private Limited	Ordinary

In compliance with applicable General Circulars issued by the Ministry of Corporate Affairs, Government of India and SEBI, the postal ballot notice has been sent only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories and whose names were recorded in the Register of Members/ Register of Beneficial Owners as on the Cut-off date i.e. Friday, May 19, 2023.

The Company has engaged the services of National Securities Depository Limited to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period shall commence from Friday, May 26, 2023, at 9.00 a.m. (IST) and shall end on Sunday, June 25, 2023, at 5.00 p.m. (IST). Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website at [www.sncl.com](http://www.sncl.com).

Kindly take the same on your records.

Thanking you.

**For SADHANA NITRO CHEM LIMITED**

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

**Enclosure:** Postal Ballot Notice



**SADHANA NITRO CHEM LIMITED**

CIN: L24110MH1973PLC016698

**Regd. Office:** HIRA BAUG, 1st FLOOR KASTURBA CHOWK (C.P. TANK) MUMBAI  
MH 400004 IN

E-mail ID: [sadhananitro@sncl.com](mailto:sadhananitro@sncl.com); Website: [www.sncl.com](http://www.sncl.com)

Tel: 91-22-68663300

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

<b>VOTING STARTS ON</b>	<b>VOTINGS ENDS ON</b>
Friday, 26 <sup>th</sup> May 2023, at 9.00 a.m.	Sunday, 25 <sup>th</sup> June 2023, at 5.00 p.m.

**Dear Member(s),**

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), read General Circular No. 14/2020 dated April 8, 2020, 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, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 3/2022 dated May 6, 2022, General Circular No. 10 &11/2022 dated December 30, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India ('Circulars') and all/or any other applicable law, rules or regulations for the time being in force, to transact the special business as set out hereunder by passing Ordinary Resolution, as applicable, by way of postal ballot / electronic voting.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by email to only those shareholders, who have registered their email addresses with the Company/Registrar & Share Transfer Agent/Depository/Depository Participants and whose names appear in the register of members/list of beneficial owners of the Company provided by the Depositories as on **Friday, 19<sup>th</sup> May, 2023 (i.e., the “Cut-off Date”)**. In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, The Company is providing the facility of remote e-voting to its Members on the items of businesses set out in this Notice and has engaged the services of **National Securities Depository Limited (“NSDL”)** for this purpose. Members are requested to go through the detailed **“INSTRUCTIONS FOR E-VOTING”** and other Notes appended to this Postal Ballot Notice.

The e-voting period shall commence on **Friday, 26<sup>th</sup> May 2023, (09:00 A.M. IST)** India Standard Time (IST) and end on **Sunday, 25<sup>th</sup> June 2023 (05:00 P.M. IST)**, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than **05:00 P.M. IST** on **Sunday, 25<sup>th</sup> June 2023**, after which the remote e-voting facility shall not be allowed by NSDL.

A statement pursuant to Sections 102, 110, and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, at its meeting held on 24<sup>th</sup> May, 2023, has appointed Mr. Saurabh Agarwal (Certificate of Practice No.20907), failing him, Ms. Deepti Kulkarni (Certificate of Practice No. 22502), Partners of M/s. MMJB & Associates, Practicing Company Secretaries (email: [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)), as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Tuesday, 27<sup>th</sup> June, 2023 and the said results along with the Scrutinizer’s Report would be intimated to both Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.sncl.com](http://www.sncl.com) and on the website of National Securities Depository Limited (“NSDL”) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **SPECIAL BUSINESS:**

### **1. TO ISSUE OF BONUS SHARES**

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

**“RESOLVED THAT**, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued, from time to time, by SEBI and the Reserve Bank of India (“RBI”) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board for capitalization of Rs. 4,49,19,719/- (Rupee Four Crores Forty-Nine Lakhs Nineteen Thousand Seven Hundred and Nineteen Only) out of Rs. 99,68,89,635/- (Rupees Ninety-Nine Crores Sixty-Eight Lakhs Eighty-Nine Six Hundred and Thirty-Five Only) standing to the credit of Capital Redemption Reserve account and Securities Premium Account of the Company for the purpose of issuance of 4,49,19,719 Bonus Equity shares credited as fully paid-up shares having face value of Re. 1 each to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Record date, in the proportion of 2 (Two) bonus equity shares for every 9 (Nine) existing equity shares held by the Members as on Record date.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the existing fully paid-up Equity Shares of the Company, save and except that they shall not be entitled to any dividend that may be declared before the Record date.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin/ Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as may be required.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** in case of fractional entitlement, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines

**RESOLVED FURTHER THAT** Shri. Asit D. Javeri Executive Chairman and / or Shri Abhishek A. Javeri, Managing Director and/ or Shri Rakesh R. Kothari, Chief Financial Officer and/or Shri Nitin R. Jani, Company Secretary be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

## **2. RATIFICATION OF SALE/PURCHASE TRANSACTIONS BETWEEN COMPANY AND AAYAN NANOTECH PRIVATE LIMITED**

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

“**RESOLVED THAT** in accordance with the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions and as per the approval of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to ratify the transaction enter into through contract(s)/ arrangement(s)/ transaction(s) or any renewal(s)

or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for purchase/sale of goods entered between Company and Aayan Nanotech Private Limited for the period from April 01, 2022 up to March 31, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“Board” which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken/ to be taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

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

**CIN:** L24110MH1973PLC016698

**E-mail:** sadhananitro@sncl.com

**Date:** 24<sup>th</sup> May, 2023

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

Sd/-

Nitin. R.Jani

Company Secretary and Compliance Officer

Membership No. 4757

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), SEBI Listing Regulations, each as amended stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday 19<sup>th</sup> May, 2023 ('Cut-off date) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.sncl.com](http://www.sncl.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in).
6. All the material documents referred to Statement, shall be available for inspection on the Company's website [www.sncl.com](http://www.sncl.com) to facilitate online inspection until last date of remote e-voting. Further, copy of a certificate received from a Practicing Company Secretary certifying that requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are fulfilled is also placed on the website of the Company at [www.sncl.com](http://www.sncl.com).
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received

from NSDL/Central Depository Services (India) Limited (CDSL) on Friday May 19, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.

8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday 19<sup>th</sup> May, 2023, being the cut-off date fixed for the purpose.
9. The voting through electronic means will commence on Friday, 26<sup>th</sup> May, 2023, (09:00 A.M. IST) and end on Sunday, 25<sup>th</sup> June, 2023 (05:00 P.M. IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Sunday, June 25, 2023.
12. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, June 25, 2023, being the last date specified by the Company for e-voting.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Tejas Chaturvedi, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID :[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
15. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has



mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

17. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [www.sncl.com](http://www.sncl.com) and on the website of the Company’s RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
18. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
19. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
20. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
  - a. Form ISR – 3: For opting out of nomination by shareholder(s)
  - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

## **GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

### **Process and manner for members opting for E-Voting**

In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Member's facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

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

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

#### **Step 1: Access to NSDL e-Voting system**

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. 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.

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

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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

	<p>provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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

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

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Tejas Chaturvedi 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 [sadhananitra@sncl.com](mailto:sadhananitra@sncl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-

attested scanned copy of Aadhar Card) to ([sadhananitro@sncl.com](mailto:sadhananitro@sncl.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.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.



## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 (“ACT”)**

#### **1. TO APPROVE ISSUE OF BONUS SHARES**

Considering the outstanding reserves of the Company as on 31<sup>st</sup> March 2023, the Board of Directors have recommended Capitalization of Reserves of Rs. 4,49,19,719/- (Rupee Four Crores Forty-Nine Lakhs Nineteen Thousand Seven Hundred and Nineteen Only) out of Rs. 99,68,89,635/- (Rupees Ninety-Nine Crores Sixty-Eight Lakhs Eighty-Nine Six Hundred and Thirty-Five Only) standing to the credit in Capital Redemption Reserves and Securities Premium Account by issue of 4,49,19,719 Bonus Equity shares of Face value of Re. 1 each to the eligible shareholders in the ratio of 2 (Two) Bonus Equity shares for Every 9 (Nine) Shares held as on Record date. The proposal for capitalization of said reserves and the said issue of Bonus Shares is now placed for consideration and approval of the Members.

The equity shares of the Company are listed and actively traded on the Bombay Stock exchange and National Stock Exchange of India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on 24<sup>th</sup> May, 2023 considered it desirable to recommend issue of Bonus shares in the ratio of 2 (Two) Bonus Shares for every 9 (Nine) Shares held on Record date subject to approval of the shareholders and such other authorities as may be necessary.

The record date for the purpose of ascertaining the eligibility of the shareholders to receive bonus equity shares shall be communicated by the Company. Further, the bonus shares, once allotted, shall rank pari - passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

The issue of bonus equity shares would, inter alia, require appropriate adjustments with respect to all the existing Employee Stock Option Scheme (s) of the Company pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price and all stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted.

The issue of Bonus shares by capitalization of reserves is authorized by Articles of Association of the Company in conformity with the Companies Act, 2013.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding.

The Board recommends passing of the resolution as an Ordinary Resolution.

## **2. SALE/PURCHASE TRANSACTIONS BETWEEN COMPANY AND AAYAN NETWORK PRIVATE LIMITED**

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

The Company proposes to its members to ratify the transactions of Purchase and sale of goods by the Company with Aayan Nanotech Private Limited, a related party falling within the meaning of Related Party under Regulation 2 (1) (zb) of Listing Regulations.

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

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

The Board accordingly recommends the ordinary resolutions for this Notice for approval of the Members.

None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions, set out except Mr. Pradeep N. Desai.

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

Sr. No.	Particulars	Details
i.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Aayan Nanotech Private Limited a related party within term of the 2 (1) (zb) of SEBI LODR
ii.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Pradeep Desai
iii.	Type, material terms / particulars and value of the transaction	<p>Type: Purchase and Sale of Color Former, a raw material used by the Company in production of chemicals Pricing: Currently Cost plus margin basis.</p> <p>Material Terms: Pricing/Terms of the above-mentioned would be based on the prevailing market rates at the time of transaction between the parties. These rates would be applicable uniformly to all other Companies applicable and are on arm's length basis</p>
iv.	Tenure of the transaction	During the Financial Year 2022-2023
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction (and for RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>Purchase Rs. 8.64 Crores Sales Rs. 17.64 Crores</p> <p>20.91%</p>
vi.	Percentage of the counter-party's annual total revenues, that is represented by the value of the proposed RPT	Value of transaction as a percentage of company's annual turnover based on turnover is not available as the company does not have access to the financials of the counter party.

Sr. No.	Particulars	Details
vii.	Justification as to why the RPT is in the interest of the listed entity	<p>The arrangement of sale/purchase between Aayan, has benefitted both Company and Aayan. It has helped the Company to strengthen its supply chain and consistently deliver high-quality product to the Company, .</p> <p>These transactions are regular business transactions of the Company and carried out at arm's length.</p> <p>These types of transactions are entered with Captioned Related Party because of operational efficiency.</p>
viii.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
ix.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
x.	Any other information that may be relevant	All relevant / important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

Valuation or other external party report- Not applicable as the transactions are carried out at competitive and prevailing market prices

**Registered Office:**

Hira Baug, 1<sup>st</sup> Floor  
Kasturba Chowk, (C.P. Tank),  
Mumbai - 400004  
**CIN:** L24110MH1973PLC016698  
**E-mail:** sadhananitro@sncl.com  
**Date:** 24<sup>th</sup> May, 2023

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

Sd/-  
Nitin. R. Jani  
Company Secretary and Compliance Officer  
Membership No. 4757