



# 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 26, 2019

To

**BSE Limited,**

1st Floor, P.J. Towers,

Dalal Street, Mumbai – 400001

**Scrip Code: 506642**

**Subject: Submission of Voting Results along with Scrutinizers Report for the 46th Annual General Meeting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sir/ Ma'am,

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided electronic voting facility ("remote e-voting") and voting through ballot to its Members on all resolutions set out in the Notice of 46th Annual General Meeting of the Company which was duly convened on Wednesday, 25th September, 2019 at 03.00 P.M. at Sheth Hirachand Gumanji Trust Hall, Hira Baug, 1st Floor, Kasturba Chowk (C.P. Tank), Mumbai - 400004.

The Board had appointed Ms. Kumudini Bhalerao, partner of M/ s. Makarand M. Joshi & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of 46th Annual General Meeting have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated voting results of the business transacted at 46th Annual General Meeting in the prescribed format along with the Scrutinizer report on remote e-voting & voting through Poll/ballot at the Meeting.

Request you to take the above on record and oblige.

Thanking you.

**For Sadhana Nitro Chem Limited**

NITIN

RAMESHCHANDRA  
JANI

Digitally signed by NITIN RAMESHCHANDRA JANI  
DN: cn=N, o=Personal, postalCode=400062,  
sn=Maheshnitro,  
2.5.4.20=82a43388e01b355a4748a323ec75c0b7dcd  
9850a41c27152888078960180,  
serialNumber=003ce4275a329278907db72280e22c4  
9c292917a527b15020444760b5dc700, cn=NITIN  
RAMESHCHANDRA JANI  
Date: 2019.09.26 14:34:39 +05'30'

**Nitin Rameshchandra Jani**

**Company Secretary & Compliance Officer**

**Membership No.: A4757**

**Address:** - Plot No. 177, Room No.16,

Jawahar Nagar Road No.2,

Goregaon (West) Mumbai - 400062

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

### Consolidated Report of Scrutinizer on Remote e-voting and voting at the 46<sup>th</sup> Annual General Meeting

To

**Asit D. Javeri**

**Executive Chairman**

of 46<sup>th</sup> Annual General Meeting (AGM) of the shareholders of **Sadhana Nitro Chem Limited** held on Wednesday, 25<sup>th</sup> September, 2019 at its Registered Office at Sheth Hirachand Gumanji Trust Hall, Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank), Mumbai - 400004.

**Re: Scrutinizer's Report on voting through Remote E-voting and voting at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- A. I, Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 8<sup>th</sup> August, 2019 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Wednesday, 25<sup>th</sup> September, 2019.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, 21<sup>st</sup> September, 2019 at 9:00 a.m. and ended on Tuesday, 24<sup>th</sup> September, 2019 at 5:00 p.m. and the NSDL remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting at the AGM, I have issued separate Scrutinizer's Report dated 26<sup>th</sup> September, 2019.
- D. After closure of the voting at the AGM, the report on voting done at the AGM was generated diligently scrutinized.

- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- F. The report on poll done at the AGM was generated by Mr. Abhishek Gupta and Ms. Krati Pandya. (Authorized Representative)

<b>Date of AGM</b>	25 <sup>th</sup> September, 2019
<b>Total number of shareholders on record date (i.e. as on 18<sup>th</sup> September, 2019)</b>	8,243
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoter and Promoter group</b>	7
<b>Public</b>	36
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoter and Promoter group</b>	Not Applicable
<b>Public</b>	Not Applicable

**Resolution Item No. 1 - Ordinary Resolution:**

To receive consider and adopt the Audited Financial Statements (Including the Standalone and Consolidated Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Director's and Auditors' thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	13789506	13637746	98.90	13637746	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13637746</b>	<b>98.90</b>	<b>13637746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	Remote E-Voting	17828	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	Remote E-Voting	4822964	26338	0.55	2137	24201	8.11	91.89
	Poll		3272	0.07	3272	0	100.00	0.00
	<b>Total</b>		<b>29610</b>	<b>0.61</b>	<b>5409</b>	<b>24201</b>	<b>18.27</b>	<b>81.73</b>
<b>Total</b>		<b>18630298</b>	<b>13667356</b>	<b>73.36</b>	<b>13643155</b>	<b>24201</b>	<b>99.82</b>	<b>0.18</b>

**Resolution Item No. 2 - Ordinary Resolution:**

To confirm interim Equity dividend declared for Financial Year 2018-19 and to approve Final Equity dividend for the financial year 2018-19.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	13789506	13637746	98.90	13637746	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13637746</b>	<b>98.90</b>	<b>13637746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	Remote E-Voting	17828	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	Remote E-Voting	4822964	26338	0.55	2137	24201	8.11	91.89
	Poll		3272	0.07	3272	0	100.00	0.00
	<b>Total</b>		<b>29610</b>	<b>0.61</b>	<b>5409</b>	<b>24201</b>	<b>18.27</b>	<b>81.73</b>
<b>Total</b>		<b>18630298</b>	<b>13667356</b>	<b>73.36</b>	<b>13643155</b>	<b>24201</b>	<b>99.82</b>	<b>0.18</b>

**Resolution Item No. 3 - Ordinary Resolution:**

To appoint a Director in place of Mr. Asit D. Javeri (DIN: 00268114) who retires by rotation and is eligible for re-appointment on same terms and condition.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	13789506	12524244	90.82	12524244	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12524244</b>	<b>90.82</b>	<b>12524244</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	Remote E-Voting	17828	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	Remote E-Voting	4822964	26338	0.55	1937	24401	7.35	92.65
	Poll		3272	0.07	3272	0	100.00	0.00
	<b>Total</b>		<b>29610</b>	<b>0.61</b>	<b>5209</b>	<b>24401</b>	<b>17.59</b>	<b>82.41</b>
<b>Total</b>		<b>18630298</b>	<b>12553854</b>	<b>67.38</b>	<b>12529453</b>	<b>24401</b>	<b>99.81</b>	<b>0.19</b>

**Resolution Item No. 4 - Ordinary Resolution:**

To appoint Auditors and to fix their remuneration.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	13789506	13637746	98.90	13637746	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13637746</b>	<b>98.90</b>	<b>13637746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	Remote E-Voting	17828	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	Remote E-Voting	4822964	26338	0.55	1937	24401	7.35	92.65
	Poll		3272	0.07	3272	0	100.00	0.00
	<b>Total</b>		<b>29610</b>	<b>0.61</b>	<b>5209</b>	<b>24401</b>	<b>17.59</b>	<b>82.41</b>
<b>Total</b>		<b>18630298</b>	<b>13667356</b>	<b>73.36</b>	<b>13642955</b>	<b>24401</b>	<b>99.82</b>	<b>0.18</b>

**Resolution Item No. 5 – Ordinary Resolution:**

To ratify remuneration of the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2019.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	13789506	13637746	98.90	13637746	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>13637746</b>	<b>98.90</b>	<b>13637746</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	Remote E-Voting	17828	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	Remote E-Voting	4822964	26338	0.55	1937	24401	7.35	92.65
	Poll		3272	0.07	3272	0	100.00	0.00
	<b>Total</b>		<b>29610</b>	<b>0.61</b>	<b>5209</b>	<b>24401</b>	<b>17.59</b>	<b>82.41</b>
<b>Total</b>		<b>18630298</b>	<b>13667356</b>	<b>73.36</b>	<b>13642955</b>	<b>24401</b>	<b>99.82</b>	<b>0.18</b>

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Voting at the AGM venue.

It is to be noted that:

1. The votes cast does not include abstained voting in particular resolutions.
2. All the aforesaid resolutions were passed with requisite majority.

Thanking you,

**For Makarand M. Joshi & Co.,**  
Practicing Company Secretaries

**KUMUDINI DINESH  
BHALERAO**

Digitally signed by KUMUDINI DINESH BHALERAO  
DN: cn=KUMUDINI DINESH BHALERAO, c=IN,  
o=Maharashtra, ou=Personal,  
serialNumber=2b122d4b4728ef7d94d1f74896bf197d  
76d5570134b080eb9a673baa4b168cc5  
Date: 2019.09.26 12:41:58 +05'30'

**Kumudini Bhalerao**  
**Partner**  
**CP No. 6690**  
**Place: Mumbai**  
**Date: 26<sup>th</sup> September, 2019**

**For Sadhana Nitro Chem Limited**

**NITIN  
RAMESHCHANDR  
A JANI**

Digitally signed by NITIN RAMESHCHANDRA JANI  
DN: c=IN, ou=Personal, postalCode=400062,  
st=Maharashtra,  
2.5.4.2b122d4b4728ef7d94d1f74896bf197d  
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2317a627b15020444766b5a2700, cn=NITIN  
RAMESHCHANDRA JANI  
Date: 2019.09.26 14:32:25 +05'30'

**Nitin Jani**  
**Company Secretary**  
**Authorised Representative**  
**Place: Mumbai**  
**Date: 26<sup>th</sup> September, 2019**

# MAKARAND M. JOSHI & CO.

## Company Secretaries

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Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080(T) 022-21678100

### FORM No. MGT-13

#### Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

**Asit D. Javeri**

**Executive Chairman**

of 46<sup>th</sup> Annual General Meeting (AGM) of the shareholders of **Sadhana Nitro Chem Limited** held on Wednesday, 25<sup>th</sup> September, 2019 at its Registered Office at Sheth Hirachand Gumanji Trust Hall, Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank), Mumbai - 400004.

Sir,

I, Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary was appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the AGM of the shareholders of the Company, held on Wednesday, 25<sup>th</sup> September, 2019 at Sheth Hirachand Gumanji Trust Hall, Hira Baug, 1<sup>st</sup> Floor, Kasturba Chowk (C.P. Tank), Mumbai- 400004, submit our report as under:

- A. After the time fixed for closing of vote by poll at AGM by the Chairman, votes cast were 'closed' by us.
- B. The votes cast were unblocked in the presence of two witnesses on Wednesday, 25<sup>th</sup> September, 2019. The votes were reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company, Link Intime India Private Limited and the authorizations/ proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on remote e-voting as well as voting by poll provided at the AGM venue.
- C. The result of the voting by Poll at AGM is as under:

## 1. Resolution Item No. 1 - Ordinary Resolution

To receive consider and adopt the Audited Financial Statements (Including the Standalone and Consolidated Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Director's and Auditors' thereon.

(a) Voted **in favour** of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
6	3,272	100.00

(b) Voted **against** the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
0	0	0.00

(c) **Invalid** votes:

<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	974

## 2. Resolution Item No. 2 - Ordinary Resolution

To confirm interim Equity dividend declared for Financial Year 2018-19 and to approve Final Equity dividend for the financial year 2018-19.

(a) Voted in favour of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
6	3,272	100.00

(b) Voted against the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
0	0	0

(c) Invalid votes:

<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	974

### 3. Resolution Item No. 3 - Ordinary Resolution

To appoint a Director in place of Mr. Asit D. Javeri (DIN: 00268114) who retires by rotation and is eligible for re-appointment on same terms and condition.

(a) Voted in favour of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
6	3,272	100.00

(b) Voted against the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
0	0	0

(c) Invalid votes :

<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	974

#### 4. Resolution Item No. 4 - Ordinary Resolution

To appoint Auditors and to fix their remuneration.

(a) Voted in favour of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
6	3,272	100.00

(b) Voted against the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
0	0	0

(c) Invalid votes :

<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	974

## 5. Resolution Item No. 5 – Ordinary Resolution

To ratify remuneration of the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2019.

(d) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	3,272	100.00

(e) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(f) Invalid votes :


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	974

D. All relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

**For Makarand M. Joshi & Co.,**  
Practicing Company Secretaries

KUMUDINI  
DINESH  
BHALERAO

 Digitally signed by KUMUDINI DINESH BHALERAO  
DN: cn=KUMUDINI DINESH BHALERAO,  
c=IN, st=Maharashtra, o=Personel,  
serialNumber=2b122d4b729ef7094d1174896  
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Date: 2019.09.26 12:42:53 +05'30'

**Kumudini Bhalerao**

**Partner**


**CP No. 6690**

**Place: Mumbai**

**Date: 26<sup>th</sup> September, 2019**

**For Sadhana Nitro Chem Limited**

NITIN  
RAMESHCHAND  
RA JANI

 Digitally signed by NITIN RAMESHCHANDRA JANI  
DN: cn=IN, o=Personel, postalCode=400062,  
st=Maharashtra,  
2.5.4.20=82a6808e311a255a7111a320ec75c0b7dc  
d88ba11427152b185c7954d0180,  
serialNumber=003a4275a32827807db7228ba221c  
43a282817a2701502044478005dc700, cn=NITIN  
RAMESHCHANDRA JANI  
Date: 2019.09.26 14:36:22 +05'30'

**Nitin Jani**

**Company Secretary**

**(Authorised Representative)**

**Place: Mumbai**

**Date: 26<sup>th</sup> September, 2019**