



# SADHANA NITRO CHEM LIMITED

CIN : L24110MH1973PLC016698

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

Tel. : 022-23822524 • Fax : 022-23887235

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

SNCL/SD/18

20<sup>th</sup> March, 2018

Bombay Stock Exchange Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai -400001.

**Subject: Report of Scrutinizer and Voting result of the Postal Ballot pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Scrip Code: 506642**

Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Report of Scrutinizer for E-voting, Report of Scrutinizer for Postal Ballot and Consolidated Report of Scrutinizer on remote e-voting & Physical Ballot on the following **Special Business**:

1. To approve the Change of name of the Company.
2. To consider and approve Related Party Transaction for acquisition of Business of Spidigo Net Private Limited.
3. To consider and approve Related Party Transaction for acquisition of shares of Strix Wireless Systems Private Limited.
4. Approval of giving loans/ guarantees or providing securities and/or making investments in terms of provisions of Section 186 of the Companies Act, 2013.

Kindly take the same on your records.

Yours faithfully,

FOR SADHANA NITRO CHEM LIMITED

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**NITIN RAMESHCHANDRA JANI**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO: A4757.**  
**Address: - Plot No. 177, Room No.16,**  
**Jawahar Nagar Road No.2,**  
**Goregaon (West) Mumbai - 400062**

Encl: as above

# 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

### **Combined Scrutinizer Report on Voting through Postal Ballot and Remote E-voting**

To  
The Chairman,  
**SadhanaNitro Chem Limited**  
HiraBaug, 1st Floor,  
Kasturba Chowk (C.P. Tank),  
Mumbai – 400 004

Sir,

**Ref: Scrutinizer’s Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.**

- A. Pursuant to the resolution passed by the Board of Directors of **Sadhana Nitro Chem Limited** (hereinafter referred as “the Company”) on 19<sup>th</sup> January, 2018, I , Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Ordinary/Special Resolution set out in the Postal Ballot Notice dated 12<sup>th</sup> February, 2018 (“**Notice**”)
- B. Members approval was sought on the following Special Businesses:
- i. To approve the Change of name of the Company
  - ii. To consider and approve Related Party Transaction for acquisition of Business of Spidigo Net Private Limited
  - iii. To consider and approve Related Party Transaction for acquisition of shares of Strix Wireless Systems Private Limited.
  - iv. Approval of giving loans/ guarantees or providing securities and/or making investments in terms of provisions of Section 186 of the Companies Act, 2013.
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 02<sup>nd</sup> February 2018.
- D. The voting period commenced on 17<sup>th</sup> February, 2018 (9:00 a.m.) and ended on 18<sup>th</sup> March, 2018 (5:00 p.m.) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by National Securities Depository Limited (“**NSDL**”)
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.

- G.** The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H.** The e-voting were unblocked at 5:00 p.m. on 18<sup>th</sup> March, 2018 and the e-voting summary statement was downloaded from e-voting website of NSDL.
- I.** All ballot forms received/ votes cast up to 5:00 p.m. on 18<sup>th</sup> March, 2018 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J.** I did not find any defaced or mutilated ballot form and all the invalid postal ballot –forms were marked and segregated.

K. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under;

**Resolution Item No. 1: Special Resolution**

**To approve change of Name of the Company.**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16170353	6513648	40.28	6513648	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6513648</b>	<b>40.28</b>	<b>6513648</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	1181	0	0.00	0	0	0.00	0.00
	Postal Ballot		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>
Public Non Institutions	E-Voting	2629296	1888	0.07	1888	0	100.00	0.00
	Postal Ballot		59302	2.26	59298	4	99.99	0.01
	<b>Total</b>		<b>61190</b>	<b>2.33</b>	<b>61186</b>	<b>4</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>18800830</b>	<b>6574838</b>	<b>34.97</b>	<b>6574834</b>	<b>4</b>	<b>100.00</b>	<b>0.00</b>

\*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'

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

**To Consider and approve Related Party transaction for acquisition of Business of Spidigo Net Private Limited.**

Category	Mode of Voting	No. of shares held	No. of votes polled*#	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16170353	0	0.00	0	0	0.00	0.00
	Postal Ballot		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>
Public Institutions	E-Voting	1181	0	0.00	0	0	0.00	0.00
	Postal Ballot		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>
Public Non Institutions	E-Voting	2629296	1888	0.07	1253	635	66.37	33.63
	Postal Ballot		59302	2.26	59298	4	99.99	0.01
	<b>Total</b>		<b>61190</b>	<b>2.33</b>	<b>60551</b>	<b>639</b>	<b>98.96</b>	<b>1.04</b>
<b>Total</b>		<b>18800830</b>	<b>61190</b>	<b>0.33</b>	<b>60551</b>	<b>639</b>	<b>98.96</b>	<b>1.04</b>

\*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'

# Votes by related party were not considered as per Companies Act & Secretarial Standards.

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

**To Consider and approve Related Party transaction for acquisition of Shares of Strix Wireless System Private Limited.**

Category	Mode of Voting	No. of shares held	No. of votes polled*#	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	16170353	0	0.00	0	0	0.00	0.00
	Postal Ballot		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>
Public Institutions	E-Voting	1181	0	0.00	0	0	0.00	0.00
	Postal Ballot		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>
Public Non Institutions	E-Voting	2629296	1888	0.07	1253	635	66.37	33.63
	Postal Ballot		31910	1.21	31906	4	99.99	0.01
	<b>Total</b>		<b>33798</b>	<b>1.29</b>	<b>33159</b>	<b>639</b>	<b>98.11</b>	<b>1.89</b>
<b>Total</b>		18800830	<b>33798</b>	<b>0.18</b>	<b>33159</b>	<b>639</b>	<b>98.11</b>	<b>1.89</b>

\*No. of votes polled does not include ‘no. of votes invalid’ and ‘no. of votes abstain’

# Votes by related party were not considered as per Companies Act & Secretarial Standards.



**Resolution Item No. 4: Special Resolution**

**Approval of giving loans/ guarantees or providing securities and/or making investments in terms of provisions of Section 186 of the Companies Act, 2013.**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	16170353	6513648	40.28	6513648	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6513648</b>	<b>40.28</b>	<b>6513648</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	1181	0	0.00	0	0	0.00	0.00
	Postal Ballot		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>
Public Non Institutions	E-Voting	2629296	1888	0.07	1203	685	63.72	36.28
	Postal Ballot		59302	2.26	59098	204	99.66	0.34
	<b>Total</b>		<b>61190</b>	<b>2.33</b>	<b>60301</b>	<b>889</b>	<b>98.55</b>	<b>1.45</b>
<b>Total</b>		<b>18800830</b>	<b>6574838</b>	<b>34.97</b>	<b>6573949</b>	<b>889</b>	<b>99.99</b>	<b>0.01</b>

\*No. of votes polled does not include no. of votes invalid' and 'no. of votes abstain'

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

**Kumudini Bhalerao  
Partner  
FCS No. 6667  
CP No. 6690  
Place: Mumbai  
Date: 20.03.2018**

**Chairman**