



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: 07th August, 2020.

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

Scrip Code: 506642

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2020.

Reference: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019

Dear Sir/Madam,

With reference to the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report duly signed by Mrs. Bhavisha Jewani, Partner of M/s. MMJC & Associates LLP, Practicing Company Secretaries for the year ended March 31, 2020.

This is for your information and record.

FOR SADHANA NITRO CHEM LIMITED

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

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 21678100

Annual Secretarial Compliance Report of Sadhana Nitro Chem Limited *For the Financial Year ended March 31, 2020*

To
The Board of Directors,
Sadhana Nitro Chem Limited
Hira Baug, 1st Floor Kasturba Chowk
(C.P. Tank) Mumbai 400004

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

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

for the financial year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

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

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (*hereinafter called the "Listing Regulations"*)
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the Audit Period**)
- c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder and also SEBI Circular CIR/CFD/CMD1/114/2019 dated 18/10/2019 regarding Resignation of statutory auditors from listed entities and their material subsidiaries;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
As per SEBI (Prohibition of Insider Trading) Regulations, 2015, The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number.	The structural digital data base is not in place	With effect from 1 st April, 2019 the Company is required to maintain structured digital database in accordance with the regulation. However, the same is not in place during the year under review.
As per SEBI Circular SEBI/HO/ISD/ISD/CIR/P/2019/82 dated 19 th July, 2019, and in terms of Regulation 9(1) and 9(2) of PIT ((Prohibition of Insider Trading) Regulations, 2015 the Board of Directors of every listed company and the Board of Director or head(s) of the organization of every intermediary and fiduciary are required to formulate a Code of Conduct for designated persons and their immediate relative	Non - Reporting of violation related to Code of Conduct to SEBI	In two instances Designated Employees of the Company has done Contra Trade and Trading under Window Closure period, which is a violation of Code of Conduct. The Company is in process of reporting the same to Securities and Exchange Board of India / Stock Exchange

and monitor its compliance and promptly inform SEBI about any violation of the Code of Conduct in accordance with Clause 13 of Schedule B		
Regulation 27(2) of SEBI Listing Regulations "The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within fifteen days from close of the quarter"	Delay in submission of Corporate Governance Report to Stock Exchange	The Company has not submitted quarterly compliance report on corporate governance to the recognised stock exchange(s) within fifteen days for quarter ended 31 st March, 2019 and 30 th June, 2019

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Delay in submission of outcome of Board Meeting to Stock Exchanges as per Regulation 30 read with Schedule III of SEBI Listing Regulation	The listed entity is required to disclose outcome of the Board Meeting to the Exchanges(s), within 30 Minutes of the closure of the Minutes. However, in few instances Company has submitted the Outcome beyond the	Suitable steps have been taken by the Company to ensure compliance with Reg 30	-

		mandated period of 30 minutes from conclusion of Board Meeting		
2	The intimation made to Stock Exchange for appointment of Amit Mehta as Additional Director was not in compliance with SEBI Circular dated 9 th September, 2019	The listed entity needs to disclose details for the events that are material to the Stock Exchange in the specified format. However, the Company has not complied with the same.	The same has been addressed and all the Intimations made after that event are done in the format as specified by the Board.	-
3	Delay in submission of Corporate Governance Report to Stock Exchanges as per Regulation 27(2) of SEBI Listing Regulations	The listed entity shall submit a quarterly compliance report on corporate governance to the recognised stock exchanges within fifteen days from the close of the quarter ended December, 2018	The causes of delay have been identified and suitable steps have been taken to avoid such delay.	-
4	Delay in advertising the notice of the Board Meeting in the newspaper as per Regulation 47(3) of SEBI Listing Regulations	The Company is required to advertise in the newspaper the notice of the Board Meeting dated 22 nd January, 2019, simultaneously with the submission of the same to the stock exchange(s)	The causes of delay have been identified and suitable steps have been taken to avoid such delay.	-
5	Non submission of Regulation 7(3) intimation to stock exchange	In two instances Designated Employees has traded in the securities of the Company for a value of more than ten lakh rupees. The Company has not intimated the same to the stock exchange within two trading days	The Company has taken serious steps to avoid any violation to the Code of Conduct under the SEBI Regulations	-
6	Execution of Contra-trade by designated person as per Clause 10 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015	In few instances Designated Employees of the Company has made contra trade which is in contravention of the provisions of Insider Trading	The Company has taken serious steps to avoid any violation to the Code of Conduct under the SEBI Regulations	-
7	Trade by Designated Employee during window closure period as per Clause 4 of	In one instance Designated Employee has traded in the Equity Shares of the Company during the period of Window Closure	The Company has taken serious steps to avoid any violation to the Code of	-

	Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015		Conduct under the SEBI Regulations	
8	Penalty levied by BSE for delay filling in Corporate Governance Report to Stock Exchange	Penalty of Rs. 23,600/- was levied by BSE to the Company for late filling of Corporate Governance Report to Stock Exchange	The causes of delay have been identified and suitable steps have been taken to avoid such delay.	-

**For MMJB & Associates LLP
Practicing Company Secretaries**

BHAVISHA
RAVI
JEWANI

Digitally signed by BHAVISHA RAVI
JEWANI
DN: cn=BHAVISHA RAVI JEWANI,
c=IN, st=Maharashtra, ou=Personal,
serialNumber=c4498e23208713b4f
9221e146f7749743c63820e91db1
8205e109e6e11146
Date: 2020.07.29 19:24:39 +05'30'

**Bhavisha Jewani
Designated Partner**

FCS No. 8503

CP. No. 9346

UDIN: F008503B000525901

Place: Mumbai

Date: 29th July, 2020