SADHANA NITRO CHEM LIMITED

Date: September 07, 2026

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: Notice of 53rd Annual General Meeting

Dear Sir/Madam,

We wish to inform you that 53rd Annual General Meeting ("AGM") of Sadhana Nitro Chem Limited ("the Company") will be held on Wednesday, September 30, 2026, at 02:00 P.M. Indian Standard Time ('IST') through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the business as set out in the Notice of the AGM.

In view of the Ministry of Corporate Affairs ("MCA") & Securities and Exchange Board of India ("SEBI") vide their Regulations, circulars and Notifications, has permitted the convening of AGM through VC/OAVM, without the physical presence of the Members at a common venue, and has also granted the relaxation in respect of sending physical copies of the annual report to shareholders.

Pursuant to relevant provision of Companies Act, 2013 read with rules made thereunder and applicable provisions of SEBI Listing Regulations, the Company is providing facility to its Members to attend the AGM through VC/ OVAM and to exercise their right to vote in respect of the business to be transacted at the AGM by electronic means (remote e-voting / e-voting at the AGM). The details related to Cut off date for E-voting, commencement and end dates of E-voting are enclosed as under:

Events	**Date**
Cut-off date for determining the eligibility for casting the votes through e-voting	Wednesday, September 23, 2026
Commencement of e-voting period	Sunday, September 27, 2026, 09:00 A.M.
End of e-voting period	Tuesday, September 29, 2026, 05:00 P.M.

The detailed procedure for attending the AGM through VC / OVAM and exercising the right to vote in respect of the business to be transacted at the AGM by electronic means (remote e-voting / e-voting at the AGM) are provided in the Notice of AGM.

The Notice of AGM along with Annual Report for Financial Year 2025-26 is also available on the Company's website at www.sncl.com.

Further, pursuant to Regulations 30 and 34 of the SEBI Listing Regulations, please find enclosed the Notice of the AGM which is being sent only through electronic mode to the Members of the Company whose email addresses are registered with the Company/Company's Registrar and Share Transfer Agent/Depository Participant(s).

Kindly take the same on your records.

FOR SADHANA NITROCHEM LIMITED

Nitin Rameshchandra Jani

Digitally signed by Nitin Rameshchandra Jani
Date: 2026.09.07 12:40:39 +05'30'

Nitin Rameshchandra Jani
Company Secretary
Membership No.: A4757

NOTICE OF THE 53RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING **("AGM")** OF THE MEMBERS OF SADHANA NITRO CHEM LIMITED **("THE COMPANY"**) WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 02:00 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 Statements) of the Company for the Financial Year ended on March 31, 2026 and the Reports of the Board of Directors and the Auditor's thereon.

2. **Appointment of Mrs. Seema A. Javeri (DIN: 01768936) as a director who is liable to retire by rotation and being eligible, offers herself 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, Mrs. Seema A. Javeri (DIN: 01768936), who retires by rotation, be and hereby re-appointed as a Director liable to retire by rotation."

SPECIAL BUSINESSES:

3. **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 the Companies Act, 2013 (hereinafter called as "the Act") read with the 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: M/8791), 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, 2026, 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."

4. **To re-appoint Mr. Asit D. Javeri (DIN: 00268114) as an Executive Chairman of the Company:**

   To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of Government of India or such other appropriate authority as may be required, the consent of the members be and is hereby accorded to re-appoint Mr. Asit D. Javeri (DIN: 00268114) as the Executive Director of the Company, designated as the Executive Chairman for a period of 3 (Three) Years w.e.f. 01st May, 2027, on a remuneration of up to 5% of the net profit of the Company for the financial year computed in a manner laid down in Section 198 subject to minimum remuneration up to Rs. 1,68,00,000/- p.a. to be paid in case of no profit or inadequacy of profit, which is permissible under Schedule V of the Companies Act, 2013 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Asit D. Javeri with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of the Act, or any amendments thereto or any re-enactment thereof."

   "RESOLVED FURTHER THAT Mr. Abhishek A. Javeri, Managing Director and/or Mr. Vimal R. Jain, Chief Financial Officer and/or Mr. Nitin Jani, Company Secretary be and are hereby severally authorized to sign and submit all relevant e-forms, documents in respect of the aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

5. To re-appoint Mr. Abhishek A. Javeri (DIN: 00273030) as the Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of Government of India or such other appropriate authority as may be required, the consent of the members be and is hereby accorded to re-appoint Mr. Abhishek A. Javeri (DIN: 00273030) as the Executive Director of the Company, designated as the Managing Director for a period of 3 (Three) Years w.e.f. 01st May, 2027, on a remuneration of up to 5% of the net profit of the Company for the financial year computed in a manner laid down in Section 198 subject to minimum remuneration up to Rs. 1,68,00,000/- p.a. to be paid in case of no profit or inadequacy of profit, which is permissible under Schedule V of the Companies Act, 2013 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Abhishek A. Javeri with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of the Act, or any amendments thereto or any re-enactment thereof."

"RESOLVED FURTHER THAT Mr. Asit D. Javeri, Executive Chairman and/or Mr. Vimal R. Jain, Chief Financial Officer and/or Mr. Nitin Jani, Company Secretary be and are hereby severally authorized to sign and submit all relevant e-forms, documents in respect of the aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

6. To re-appoint Mrs. Seema A. Javeri (DIN: 01768936) as an Executive Director (Administration) of the Company:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of Government of India or such other appropriate authority as may be required, the consent of the members be and is hereby accorded to re-appoint Mrs. Seema A. Javeri (DIN: 01768936) as the Executive Director of the Company, designated as the Executive Director (Administration) for a period of 3 (Three) Years w.e.f. 01st May, 2027, on a remuneration of up to 5% of the net profit of the Company for the financial year computed in a manner laid down in Section 198 subject to minimum remuneration up to Rs. 1,68,00,000/- p.a. to be paid in case of no profit or inadequacy of profit, which is permissible under Schedule V of the Companies Act, 2013 and on such terms and conditions as may be agreed to between the Board of Directors and Mrs. Seema A. Javeri with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of the Act, or any amendments thereto or any re-enactment thereof."

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

Registered Office:
Unit No. 501, 5th Floor,
Nanavati Mahalaya, 18 Homi Mody Street,
Mumbai - 400001
CIN: L24110MH1973PLC016698
E-mail: sadhananitro@sncl.com
Date: 07th August, 2026

By the order of Board of Directors
For Sadhana Nitro Chem Limited

Sd/-
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, General Circular No.20/2021 dated December 8, 2021, General Circular No.03/2022 dated May 05,2022, General Circular No 11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023, General Circular No 09/2024 dated September 19, 2024 and the latest being 03/2025 dated 22nd September, 2025 and all other applicable circulars prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM along with Circular number SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 03, 2024 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as (**"the Circulars").** Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing (**"VC"**) or through Other Audio Visual Means (**"OAVM"**) upto 30th September, 2026, which does not require physical presence of Members at a common venue.

2. The AGM shall be deemed to be held at the Registered Office of the Company at Unit No. 501, 5th Floor, Nanavati Mahalaya, 18, Homi Mody Street, Fort, Mumbai - 400001.

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. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the AGM is annexed hereto.

9. NSDL will be providing facility for voting through remote e-Voting, for participation in the 53rd AGM through VC/OAVM facility and e-Voting during the 53rd AGM.

10. 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@sncl.com. For the detailed process, please visit website of the Company www.sncl.com.

11. Members who wish to claim dividends that remain unclaimed/unpaid are requested to write to the Company at sadhananitro@sncl.com or Company's RTA at rnt.helpdesk@in.mpms.mufg.com.

12. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com.in / 022 - 4886 7000 or contact Ms. Rimpa Bag, Assistant Manager - NSDL at rimpab@nsdl.com /022 - 4886 7000.

13. The Company has appointed MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (RTA), C101, 247 Park, LBS Marg Vikhroli West, Mumbai - 400083 as Registrar and Share Transfer Agents for Physical Shares. The said RTA is also the Depository interface of the Company with both NSDL and CDSL. Information of RTA is as follows:

    Telephone No. 022- 49186000,

Email: rnt.helpdesk@in.mpms.mufg.com
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. 022-68663300
Email: sadhananitro@sncl.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@sncl.com.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

    a. For shares held in electronic form: to their Depository Participants ('Dps'); and

    b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to the Company by sending an email to sadhananitro@sncl.com or to Company's RTA at rnt.helpdesk@in.mpms.mufg.com. The folios wherein document/details mentioned above are not available on or after 1st October, 2023, shall be frozen by the RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instructions for submitting the required documents.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 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. 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 and on the website of the Company's RTA, M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at https://web.in.mpms.mufg.com/KYC-downloads.html.

    However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

    It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. SEBI, vide its circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023 and 17th November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

19. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA i.e. M/s. MUFG Intime India Private Limited will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

    As per the aforesaid SEBI Circular, members holding securities in physical form may note that any future dividend payable against their shareholding would be withheld if their KYC and choice of Nomination are not updated with the RTA.

For the purpose of updation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to M/s. MUFG Intime India Private Limited (RTA), at their Registered office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

Alternatively, members may send the documents by email to MUFG Intime at rnt.helpdesk@in.mpms.mufg.com or refer FAQs available on RTAs website for assistance in this regard.

20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at their Corporate office address at Unit No. 501, 5th Floor, Nanavati Mahalaya, 18, Homi Mody Street, Fort, Stock Exchange, Mumbai, Maharashtra, India, 400001 (Contact: Mr. Nitin R. Jani), Telephone: +912268663300, Email: jani@sncl.com or the Company's Registrar and Transfer Agent, M/s. MUFG Intime India Private Limited (RTA), at their Registered office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Telephone: +91 2249186000, Email: rnt.helpdesk@in.mpms.mufg.com or refer FAQs available on RTAs website for assistance in this regard.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the 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.

22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at www.sncl.com or from the website of the Company's RTA, M/s. MUFG Intime India Private Limited (RTA) at https://web.in.mpms.mufg.com/KYC-downloads.html.

23. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

24. Members desiring any information are requested to write to the Company 10 days in advance.

25. In compliance with the Circulars, the Annual Report 2025-26, the Notice of the 53rd 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	Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company. 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: MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) (Unit: Sadhana Nitro Chem Limited) C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Ph: 022 - 49186270 Email: rnt.helpdesk@in.mpms.mufg.com
Demat Holding	Contact respective Depository Participant(s)

26. 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 Director 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 the Notice.

27. 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. 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.

28. 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.

29. 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.

30. 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 Mrs. Hetal Doshi (Certificate of Practice No. 9510), failing her, Mr. Rushabh Doshi (Certificate of Practice No. 25328), Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

31. 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.

32. 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 two working 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.

33. 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 and the results shall simultaneously be communicated to the Stock Exchanges (BSE & NSE), Mumbai.

34. 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.

35. The AGM Notice is also disseminated on the website of Agency i.e. at www.evoting.nsdl.com.

36. **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 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)

37. 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@sncl.com Questions / queries received by the Company till 5:00 p.m. IST on Wednesday, 23rd September, 2026 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@sncl.com any time before 5:00 p.m. IST on Wednesday, 23rd September, 2026 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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:** -

1) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted 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 authorised representatives to attend the AGM through VC/OAVM and participate there at 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-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 1the AGM has been uploaded on the website of the Company at https://www.sncl.com/annual-reports. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively 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.

7) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

The remote e-voting period begins on Sunday, 27th September, 2026 at 09.00 A.M. and ends on Tuesday, 29th September, 2026 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 23rd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23rd September, 2026.

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.	1. For OTP based login you can click on https: // eservices. nsdl.com/ Secure Web/ evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting. 5. 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 App Store Google Play

Type of shareholders	Login Method
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 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 provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com 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 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.
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 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 evoting@nsdl.com or call at 022 - 4886 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 or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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:

a) If you are already registered for e-Voting, then you can user 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.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

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 to hetal@npvca.in **of Scrutinizer>** with a copy marked to evoting@nsdl.com. 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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa Bag, Assistant Manager, at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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@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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 (company email id). The same will be replied by the company suitably.

6. 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@sncl.com any time before 5:00 p.m. IST on Wednesday, 23rd September, 2026 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.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE ACT

Item No. 3:

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, 2026.

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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the shareholders.

In accordance with provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 following are the brief details pertaining to proposed Cost Auditors of the Company, M/s Vinay Mulay & Co.:

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 aged 65 Years is having Qualification of M.Com., FCMA, CMA (USA), PGDMS, CSCP, (APICA, USA) and having Experience of More than 44 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 Annual General Meeting	Rs. 1,25,000/- per annum (Rupees One Lakh Twenty Five Thousand only)
5.	Date of Registration	29th August, 2011
6.	Address	17B Laxmi Nagar 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: 022-26324918 / Mobile : 9819864918
10.	Email Address	mulayvb@hotmail.com
11.	Whether any regulatory action has been faced	No

Item No. 4:

Taking into consideration the contributions made towards the growth of the Company by Shri. Asit D. Javeri and on the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on Friday, 07th August, 2026 it is proposed to reappoint him as an Executive Chairman of the Company w.e.f. 01st May, 2027 for a term of 3 years on a remuneration of up to 5% of the net profits of the Company for the financial year computed in a manner laid down in the provisions of Section 197 and 198 of the Act and rules made thereunder read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which includes perquisites and allowances like house rent allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, educational allowance, medical reimbursement, club fees and such other perquisites and allowances. The perquisites shall be evaluated at actual cost. Further, in case of no profit or inadequacy of profit, the remuneration of Rs. 1,68,00,000/- per annum shall be minimum remuneration.

The Board of Directors recommends the reappointment of Shri. Asit D. Javeri as an Executive Chairman of the Company as above by passing a Special Resolution. A Brief Resume of Shri. Asit D. Javeri is given in Annexure-A to this explanatory statement.

Except for Smt. Seema A. Javeri, Executive Director (Administration) and Shri. Abhishek A. Javeri, Managing Director, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution at Item No. 4.

Item No. 5:

Taking into consideration the contributions made towards the growth of the Company by Shri. Abhishek A. Javeri and on the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on Friday, 07th August, 2026 it is proposed to reappoint him as the Managing Director of the Company w.e.f. 01st May, 2027 for a term of 3 years on a remuneration of upto 5% of the net profits of the Company for the financial year computed in a manner laid down in the provisions of Section 197 and 198 of the Act and rules made thereunder read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which includes perquisites and allowances like house rent allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, educational allowance, medical reimbursement, club fees and such other perquisites and allowances. The perquisites shall be evaluated at actual cost. Further, in case of no profit or inadequacy of profit, the remuneration of Rs.1,68,00,000/- per annum shall be minimum remuneration.

The Board of Directors recommends the reappointment of Shri. Abhishek A. Javeri as the Managing Director of the Company as above by passing a Special Resolution. A Brief Resume of Shri. Abhishek A. Javeri is given in Annexure-A to this explanatory statement.

Except for Mrs. Seema A. Javeri, Executive Director (Administration) and Shri. Asit D. Javeri, Executive Chairman, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution at Item No. 5.

Item No. 6:

Taking into consideration the contributions made towards the growth of the Company by Mrs. Seema A. Javeri and on the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on Friday, 07th August, 2026 it is proposed to reappoint her as an Executive Director (Administration) of the Company w.e.f. 01st May, 2027 for a term of 3 years on a remuneration of upto 5% of the net profits of the Company for the financial year computed in a manner laid down in the provisions of Section 197 and 198 of the Act and rules made thereunder read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which includes perquisites and allowances like house rent allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, educational allowance, medical reimbursement, club fees and such other perquisites and allowances. The perquisites shall be evaluated at actual cost. Further, in case of no profit or inadequacy of profit, the remuneration of Rs. 1,68,00,000/- per annum shall be minimum remuneration.

The Board of Directors recommends the reappointment of Smt. Seema A. Javeri as an Executive Director (Administration) of the Company as above by passing a Special Resolution. A Brief Resume of Smt. Seema A. Javeri is given in Annexure-A to this explanatory statement.

Except for Mr. Abhishek A. Javeri, Managing Director and Mr. Asit D. Javeri, Executive Chairman, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution at Item No. 6.

For Items No. 4, 5 and 6:

A. In the event of loss or inadequacy of profits during the aforesaid period, the maximum remuneration payable to (a) Shri. Asit D. Javeri (b) Shri. Abhishek A. Javeri and (c) Smt. Seema A. Javeri as specified in Schedule V shall be payable to them as a minimum remuneration.

B. The terms and conditions of the said reappointment and/or remuneration and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

C. In addition (a) Shri. Asit D. Javeri (b) Shri. Abhishek A. Javeri and (c) Smt. Seema A. Javeri shall be eligible for following perquisite which shall not be included in computation of ceiling of remuneration payable under Schedule V.

- Company's contribution to Provident Fund, Family Pension Fund and superannuation or annuity fund to the extent these either singly or together are not taxable under the Income Tax Act.
- Gratuity payable not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of tenure.
- Provision of Company's car for official duties with driver.
- Free telecommunication facility at the residence.

D. The agreement may be terminated by either party by giving the other party six months' notice or by any shorter notice as may be mutually agreed to between the parties.

E. They shall not, so long as they function as such, become interested or otherwise concerned directly or through spouse and/or minor children in any selling agency of the Company in future without prior approval of the Central Government.

F. So long as they function as such shall not be paid any sitting fees for attending the meetings of Board of Directors or committees thereof.

G. In compliance with the provisions of Section 196 & 197 of the Act read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act the terms of remuneration specified above are now being circulated to the Members for their approval.

H. The proposed draft Agreement between (a) Shri. Asit D. Javeri (b) Shri. Abhishek A. Javeri and (c) Smt. Seema A. Javeri and the Company is available for inspection by the Members of the Company at its Registered Office of the Company during the office hours on all working days except Saturdays and Sundays between 11.00 A.M. and 01.00 P.M. up to the date of AGM.

I. Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of the Schedule V of the Act are given in Annexure B to this explanatory statement.

Annexure A : Brief Resume of Director's seeking re-appointment

Details of Directors seeking re-appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Name of the Director	**Mr. Asit D Javeri**	**Shri. Abhishek A. Javeri**	**Smt. Seema A. Javeri**
DIN	00268114	00273030	01768936
Category	Executive Director	Managing Director	Executive Director
Date of Birth	25/06/1956	20-12-1982	05-10-1958
PAN	AEDPJ1538B	ADDPJ5676M	ACXPJ8722F
Age	70 years	43 years	67 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	14/12/1984	24-01-200	13-02-2014
Qualifications	B.Sc. (Hon)	Graduate in Economics from North Western University, USA	B.Sc.
Nature of Expertise in Specific Functional Areas	Operating, Managing, Strategic planning Marketing in the chemical Industry.	Sourcing, Control, effective utilization, negotiation and strategic planning finance	Skill, experience and knowledge inter alia in the field of administration
Inter-se relationships with directors and key managerial personnel.	Smt. Seema A. Javeri is wife and Shri. Abhishek A. Javeri is son	Shri. Asit D. Javeri is father and Smt. Seema A. Javeri is mother	Shri. Asit D. Javeri is husband and Shri. Abhishek A. Javeri is son
Details of Board Meetings attended during the year 25-26	5	5	5
Terms and Conditions of Re-appointment along with Remuneration	As mentioned in explanatory statement	As mentioned in explanatory statement	As mentioned in explanatory statement
Remuneration last drawn	Rs. 1,53,00,000 p.a.	Rs. 1,53,00,000 p.a.	Rs. 1,29,00,000 p.a.
Membership of Committee of Sadhana Nitro Chem Limited	• Corporate Social Responsibility Committee (Chairman & Member)	• Finance and Admin (Chairman & Member) • Risk Management Committee (Member)	Internal Complaint Committee for Prevention and Prohibition of Sexual Harassment of Woman at Workplace (Chairperson)

Name of the Director	Mr. Asit D Javeri	Shri. Abhishek A. Javeri	Smt. Seema A. Javeri
	• Finance and Admin Committee (Member) • Risk Management Committee (Chairman & Member)	• Corporate Social Responsibility Committee (Member)	
Directorship held in other entities	10	8	5
No of Shares held in the Company	85, 94, 20, 870	82,07,26,377	1,22,20,304
Remuneration proposed to be paid	Upto 5% of the Net profit for the financial year computed u/s 198 subject to minimum of Rs. 1,68,00,000 under Schedule V	Upto 5% of the Net profit for the financial year computed u/s 198 subject to minimum of Rs. 1,68,00,000 under Schedule V	Upto 5% of the Net profit for the financial year computed u/s 198 subject to minimum of Rs. 1,68,00,000 under Schedule V
Terms and Conditions of re-appointment	As per draft agreement	As per draft agreement	As per draft agreement

Annexure B

Statement as required under Section II of Part II of Schedule V of the Act giving details in respect of remuneration of Shri. Asit Javeri as Executive Chairman, Shri. Abhishek Javeri as Managing Director & Smt. Seema Javeri as Executive Director (Administration).

GENERAL INFORMATION:

Nature of the Industry: The Company is engaged in the Manufacturing of various chemical intermediates.

Date or expected date of commencement of commercial production: The Company was incorporated on 21st July, 1973 and Certificate of Commencement of Business was issued on 10th September, 1973.

Financial performance based on given indicators: As per published audited financial results for the year ended 31st March, 2026, 31st March, 2025, 31st March, 2024.

(Amount in Lakhs)

Particulars	For the year ended		
	March, 2026	March, 2025	March, 2024
Total Income	4885.63	13598.95	19285.67
Depreciation	1632.51	1518.24	1491.17
Total Expenses	13703.27	12686.41	17674.64
Net Profit	(8817.64)	912.54	1611.03
Paid-up Capital	29646.94	3294.11	2470.58
Reserves & Surplus	16029.48	25102.18	20758.33

Foreign Investment or Collaborators: Foreign Investment in Foreign wholly owned Subsidiary Anuchem B.V.B.A. of Rs. 7,71,549/-.

INFORMATION ABOUT DIRECTORS:

Particualrs	**Mr. Asit D Javeri**	**Shri. Abhishek A. Javeri**	**Smt. Seema A. Javeri**
Background details	Shri. Asit D. Javeri aged 70 years and having graduation in science joined the Company on 14th December, 1984 as a Director of the Company and in January, 1985 as Managing Director. Prior to joining the Company, Shri. Asit D. Javeri had experience of 9 years of running chemical industry. He has been associated with the Company for more than 40 years.	Shri Abhishek A. Javeri aged 43 years and having graduation in Economics from North Western University, USA joined the Company on 24th January, 2007 and acted as Non-Executive Director of the Company. Further he was appointed as Managing Director on 30th August, 2018. He has been associated with the Company for more than 19 years.	Smt. Seema A. Javeri aged 67 years and having graduation in science joined the Company on 13th February, 2014 as Director. Smt. Seema A. Javeri have experience of more than 12 years in Administration.
Past Remuneration	2023-24: Rs. 1.68 crore 2024-25: Rs. 1.68 crore 2025-26: Rs. 1.53 crore	2023-24: Rs. 1.68 crore 2024-25: Rs. 1.68 crore 2025-26: Rs. 1.53 crore	2023-24: Rs. 1.68 crore 2024-25: Rs. 1.68 crore 2025-26: Rs. 1.29 crore
Recognition or Rewards	Nil	Nil	Nil
Job Profile and Suitability	Over the years, Shri. Asit D. Javeri has been entrusted with the overall responsibility of the Company. He has immensely contributed in the Strategic development of the Company specifically in attaining higher exports and commercialization of several high value-added chemical intermediates. Shri. Asit D. Javeri has taken several initiatives to restructure the business operations.	Shri. Abhishek A. Javeri joined the Company since 24th January, 2007 as Executive Director with overall responsibility of finance control, efficient working capital and cash flow management.	Smt. Seema A. Javeri joined the Company in February, 2014 as Director. She is a Science Graduate and having experience and knowledge in Administration.
Remuneration proposed	The terms of remuneration proposed are detailed in the Special Resolution, Explanatory statement and draft agreement.	The terms of remuneration proposed are detailed in the Special Resolution, Explanatory statement and draft agreement.	The terms of remuneration proposed are detailed in the Special Resolution, Explanatory statement and draft agreement.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Besides the remuneration proposed, Shri. Asit D. Javeri does not have any other pecuniary relationship with the Company. Smt. Seema A. Javeri is wife and Shri. Abhishek A. Javeri is son.	Besides the remuneration proposed, Shri. Abhishek A. Javeri does not have any other pecuniary relationship with the Company. Shri. Asit D. Javeri is father and Smt. Seema A. Javeri is mother.	Besides the remuneration proposed, Smt. Seema A. Javeri does not have any other pecuniary relationship with the Company. Shri. Asit D. Javeri is husband and Shri. Abhishek A. Javeri is son.

Registered Office:
Unit No. 501, 5th Floor,
Nanavati Mahalaya, 18 Homi Mody Street,
Mumbai - 400001
CIN: L24110MH1973PLC016698
E-mail: sadhananitro@sncl.com
Date: 07th August, 2026

By the order of Board of Directors
For Sadhana Nitro Chem Limited

Sd/-
Nitin R. Jani
Company Secretary
Membership No: A4757