

Sharda Cropchem Limited

(Formerly known as Sharda Worldwide Exports Pvt. Ltd.)

Tel. : +91 22 66782800
FAX : +91 22 66782828 / 66782808
E-mail : shardain@vsnl.com
Regd. Office : Dornic Holm, 29th Road, Bandra (W), Mumbai - 400050, India.
www.shardaworld.com



ISO 9001: 2008 Reg. No: 690257
CIN: L51909MH2004PLC145007



CORPORATE GOVERNANCE REPORT

Name of Listed Entity	Sharda Cropchem Limited
Quarter ending	March 31, 2017

I. Composition of Board of Directors:-

Title (Mr./ Ms.)	Name of Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship* in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ramprakash V. Bubna	AACP6260D DIN-00136568	Chairman & Managing Director	12-Mar-04	NA	1	1	--
Mrs.	Sharda R. Bubna	AACPB5921B DIN-00136760	Whole-time Director	12-Mar-04	NA	1	--	--
Mr.	Ashish R. Bubna	AACP5507B DIN-00945147	Whole-time Director	12-Mar-04	NA	1	--	--
Mr.	Manish R. Bubna	AAAPB9774C DIN-00137394	Whole-time Director	12-Mar-04	NA	1	1	--
Mr.	M. S. Sundara Rajan	AAFPM4934N DIN-00169775	Independent Director	09-Aug-14	5 yrs	2	2	-
Mrs.	Urvashi Saxena	AAVPS2424D DIN-02021303	Independent Director	09-Aug-14	5 yrs	3	3	0
Mr.	Shitin D. Desai	ABLPD3068P DIN-00009905	Independent Director	09-Aug-14	5 yrs	1	1	1
Mr.	Shobhan Thakore	AAAPT1967B DIN-00031788	Independent Director	09-Aug-14	5 yrs	6	7	2
Mr.	P. R. Srinivasan	ACRPS1571M DIN-00365025	Independent Director	09-Aug-14	5 yrs	1	1	1

Note: The number of membership & chairperson in Audit Committee & Stakeholder's Grievance Committee includes membership & chairperson of public listed company only.



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II. Composition of Committees:-

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1	Audit Committee	Mr. Shitin Desai	Chairman, Independent Director
		Mr. M. S. Sundara Rajan	Member, Independent Director,
		Mrs. Urvashi Saxena	Member, Independent Director
		Mr. Ramprakash V. Bubna	Member, Managing Director
2	Nomination & Remuneration Committee	Mr. M. S. Sundara Rajan	Chairman, Independent Director
		Mrs. Urvashi Saxena	Member, Independent Director
		Mr. Shitin D. Desai	Member, Independent Director
		Mr. Ramprakash V. Bubna	Member, Managing Director
3	Stakeholders Relationship Committee	Mr. P. R. Srinivasan	Chairman, Independent Director
		Mr. Shobhan Thakore	Member, Independent Director
		Mr. Manish Bubna	Member, Executive Director

III. Meeting of Board of Directors:-

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04-Nov-16	30-Jan-17	86 days
--	21-Mar-17	49 days

IV. Meeting of Committees:-

Name of Committees	Date(s) of meeting of the committee in the quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	30-Jan-17	Yes	04-Nov-16	86 days



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V. Related Party Transactions:-

Sr. No.	Subject	Compliance status (Yes/No*/NA)refer note below
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder's approval obtained for material RPT	Not Applicable
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

* if it is "No" detail of non- compliance is required to be provided below:- NA

VII. Affirmations:-

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

J. Gudhka



JETKIN GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER

April 12, 2017

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Annexure II

i. Disclosure on website in terms of Listing Regulations			
Sr. No.	Item		Compliance Status (Yes/No/NA)
1	Detail of business		Yes
2	Terms and conditions of appointment of independent directors		Yes
3	Composition of various committees of board of directors		Yes
4	Code of conduct of board of directors and senior management personnel		Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
6	Criteria of making payments to non-executive directors		Yes
7	Policy on dealing with related party transactions		Yes
8	Policy for determining 'material' subsidiaries		Yes
9	Details of familiarization programmes imparted to independent directors		Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
11	Email address for grievance redressal and other relevant details		Yes
12	Financial results		Yes
13	Shareholding pattern		Yes
14	Details of agreements entered into with the media companies and/or their associates		Yes
15	New name and the old name of the listed entity		Yes
II. Annual Information			
Sr. No	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes

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14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3)(4)	Yes
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) &(8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3)(4)(5) &(6)	Yes
23	Maximum Directorship & Tenure	25(1)&(2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III Affirmations			
The Listed Entity has approved Material Subsidiary Policy and Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied			Yes

J. Gudhka



JETKIN GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER

April 12, 2017