

Sharda Cropchem Limited

Tel. : +91 22 66782800
 FAX : +91 22 66782828 / 66782808
 E-mail : office@shardaintl.com
 Regd. Office : Prime Business Park, Dashrathlal Joshi Road, Vile Parle (W),
 Mumbai - 400056, India.
 www.shardacropchem.com



ISO 9001: 2015 Reg. No: 702949
 CJN: L51909MH2004PLC145007



CORPORATE GOVERNANCE REPORT

Name of Listed Entity	Sharda Cropchem Limited
Quarter ending	March 31, 2024

I. Composition of Board of Directors:-

Title (Mr./Ms.)	Name of Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent / Nominee)	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months / days)	No of Directorship * in listed entities including this listed entity	No of Independent 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	20-July-1946	12-Mar-04	01-Jan-2024	-	3	1	--	1	--
Mrs.	Sharda R. Bubna	AACP5921B DIN-00136760	Whole-time Director	04-May-1953	12-Mar-04	01-Jan-2024	-	3	1	--	--	--
Mr.	Ashish R. Bubna	AACP5507B DIN-00945147	Whole-time Director	09-Oct-1972	12-Mar-04	01-Jan-2024	-	3	1	--	--	--
Mr.	Manish R. Bubna	AAAPB9774C DIN-00137394	Whole-time Director	30-June-1974	12-Mar-04	01-Jan-2024	-	3	1	--	1	--
Mr.	M. Sundara Rajan	AAFPM4934N DIN-00169775	Independent Director	15-March-1950	26-July-2011	09-Aug-2019	-	55.22	1	1	1	--
Mr.	Shitin D. Desai	ABLPD3068P DIN-00009905	Independent Director	20-March-1947	16-Dec-2013	09-Aug-2019	-	55.22	1	1	1	1
Mr.	Shobhan Thakore	AAAPT1967B DIN-00031788	Independent Director	31-July-1947	16-Dec-2013	09-Aug-2019	-	55.22	3	3	4	2
Ms.	Sonal Desai	ACFPD7534F DIN-08095343	Independent Director	13-Aug-1957	01-Apr-2019	01-Apr-2019	--	60	2	2	3	--

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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Title (Mr./ Ms.)	Name of Director	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	"Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]"	Date of passing special resolution
Mr.	Ramprakash V. Bubna	Chairman & Managing Director	NA	-
Mrs.	Sharda R. Bubna	Whole-time Director	NA	-
Mr.	Ashish R. Bubna	Whole-time Director	NA	-
Mr.	Manish R. Bubna	Whole-time Director	NA	-
Mr.	M. S. Sundara Rajan	Independent Director	No	-
Mr.	Shitin D. Desai	Independent Director	Yes	27-08-2019
Mr.	Shobhan Thakore	Independent Director	Yes	27-08-2019
Ms.	Sonal Desai	Independent Director	No	-

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
		Mr. Ramprakash V. Bubna	Member, Managing Director
		Ms. Sonal Desai	Member, Independent Director
2	Nomination & Remuneration Committee	Mr. Shitin Desai	Chairman, Independent Director
		Mr. M. S. Sundara Rajan	Member, Independent Director
		Mr. Ramprakash V. Bubna	Member, Managing Director
		Ms. Sonal Desai	Member, Independent Director
3	Stakeholders Relationship Committee	Mr. Shobhan Thakore	Chairman, Independent Director
		Mr. Manish Bubna	Member, Executive Director
		Ms. Sonal Desai	Member, Independent Director
4	Risk Management Committee	Mr. Ramprakash V. Bubna	Chairman, Managing Director
		Ms. Sonal Desai	Member, Independent Director
		Mr. Manish R. Bubna	Member, Chief Financial Officer
5	Corporate Social Responsibility Committee	Mr. Ramprakash V. Bubna	Chairman, Managing Director
		Mrs. Sharda R. Bubna	Member, Executive Director
		Mr. Shitin Desai	Member, Independent Director

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III. Meeting of Board of Directors:-

Dates of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Director attending the meeting
21-10-2023	-	Yes	6	3
06-12-2023	45 days	Yes	8	4
24-01-2024	49 days	Yes	8	4

IV. Meeting of Committees:-

Name of Committees	Dates of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive meetings in number of days	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Director attending the meeting
Audit Committee	21-10-2023	-	Yes	4	3
	06-12-2023	45 days	Yes	4	3
	24-01-2024	49 days	Yes	4	3
Nomination and Remuneration Committee	06-12-2023	-	Yes	4	3
Stakeholders Relationship Committee	24-01-2024	-	Yes	3	2
Corporate Social Responsibility Committee	24-01-2024	-	Yes	3	1
Risk Management Committee	06-12-2023	-	Yes	3	1

V. Details of Cyber security incidence

Subject	Compliance Status (Yes/No*/NA) refer note below
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

* if it is "Yes" detail of non-compliance is required to be provided below:- NA

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VI. 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

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	Email address for grievance redressal and other relevant details	Yes
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15. 1	Schedule of analyst or institutional investors meet and presentation made by the listed entity to the analyst or institutional investor simultaneously with submission to stock exchange	Yes
15. 2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes
16	New name and the old name of the listed entity	Yes
17	Advertisements as per regulations 47(1)	Yes
18	Credit rating or revision in credit rating obtained	NA
19	Separate audited financials of each subsidiary of the listed entity in	Yes

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	respect of the relevant financial year	
20	Secretarial Compliance Report	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes
23	Disclosure under regulation 30(8)	Yes
24	Statement of deviation(s) or variations(s) as specified in regulation 32	NA
25	Divided Distribution Policy as per Regulation 43A (as applicable)	Yes
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes

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VII. Affirmations:- Annexure I

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
 - d. Risk Management 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:

JETKIN GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER

6th April, 2024

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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), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board Meeting	17(2A)	Yes
5	Review of Compliance Report	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee	19(2A)	Yes
20	Meetings of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20 (2A)	Yes
23	Meetings of Stakeholder Relationship Committee	20(3A)	Yes
24	Role of Stakeholder Relationship Committee	20(4)	Yes
25	Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party transactions	23(1), (1A), (5), (6), (7) & (8)	Yes
31	Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

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32	Approval for material related party transaction	23(4)	NA
33	Disclosure of related party transaction on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of Independent Directors	25(3) & (4)	Yes
40	Familiarization of Independent Directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	D & O Insurance of Independent Directors	25(10)	Yes
43	Confirmation with respect to appointment of Independent Director who resigned from the listed entity	25(11)	NA
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance of code of conduct from members of Board of Directors and Senior Management	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47	Policy with respect to Obligations of directors and Senior Management	26(2) & 26 (5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	No
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

Annexure II

I. Affirmations			
Broad heading	Regulation Number	Compliance statues (Yes/No/NA)	If status is No, details of non-compliance may be given here
Copy of annual report including balance sheet, profit and loss account, directors report, corporate governance report,	46(2)	Yes	NA

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business responsibility report displayed on website			
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	NA
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meetin	19(3)	Yes	NA
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes	NA
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	NA

Additional Half yearly Disclosure

Applicability of disclosure	Applicable
Reason for Non-Applicability	NA

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of	Balance outstanding at the
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		issuance during six months	end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

(D) Additional Information

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	NIL
Name	Shailesh Mehendale	
Designation	CFO	
Place	MUMBAI	
Date	06-04-2024	

JETKIN GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER
06th April, 2024