

Sharda Cropchem Limited



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

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



CORPORATE GOVERNANCE REPORT

| | |
|-----------------------|-------------------------|
| Name of Listed Entity | Sharda Cropchem Limited |
| Quarter ending | September 30, 2018 |

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 (Years) | 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 Chairperson 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 | AACP65921B DIN-00136760 | Whole-time Director | 12-Mar-04 | NA | 1 | -- | -- |
| Mr. | Ashish R. Bubna | AACP65507B DIN-00945147 | Whole-time Director | 12-Mar-04 | NA | 1 | -- | -- |
| Mr. | Manish R. Bubna | AAAP69774C DIN-00137394 | Whole-time Director | 12-Mar-04 | NA | 1 | 1 | -- |
| Mr. | M. S. Sundara Rajan | AAFP64934N DIN-00169775 | Independent Director | 09-Aug-14 | 5 | 2 | 2 | - |
| Mrs. | Urvashi Saxena | AAVPS2424D DIN-02021303 | Independent Director | 09-Aug-14 | 5 | 3 | 3 | -- |
| Mr. | Shitin D. Desai | ABLP63068P DIN-00009905 | Independent Director | 09-Aug-14 | 5 | 1 | 1 | 1 |
| Mr. | Shobhan Thakore | AAAPT1967B DIN-00031788 | Independent Director | 09-Aug-14 | 5 | 5 | 7 | 2 |
| Mr. | P. R. Srinivasan | ACRPS1571M DIN-00365025 | Independent Director | 09-Aug-14 | 5 | 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) |
|---|---|---|
| 09-May-18 | | 46 Days |
| 25-June-18 | 30-July-18 | 34 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-July-18 | Yes | 09-May-18 | 81 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



October 11, 2018

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Annexure III

| I. Affirmations | | | |
|--|--------------------------------------|--------------------------------|-------------------------------|
| Broad heading | Regulation Number | Compliance statuses(Yes/No/NA) | Compliance Status (Yes/No/NA) |
| Copy of annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | NA |
| 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 Meeting | 19(3) | Yes | NA |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | NA |

J Gudhka

JETKIN GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER

October 11, 2018

