

# 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: 778863

CIN: L51909MH2004PLC145007



## CORPORATE GOVERNANCE REPORT

Name of Listed Entity	Sharda Cropchem Limited
Quarter ending	30 <sup>th</sup> September, 2023

### 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 month /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 Chairperson 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- 2019	-	57	1	--	1	--
Mrs.	Sharda R. Bubna	AACP5921B DIN-00136760	Whole-time Director	04- May- 1953	12- Mar- 04	01- Jan- 2019	-	57	1	--	--	--
Mr.	Ashish R. Bubna	AACP5507B DIN-00945147	Whole-time Director	09- Oct- 1972	12- Mar- 04	01- Jan- 2019	-	57	1	--	--	--
Mr.	Manish R. Bubna	AAAPB9774C DIN-00137394	Whole-time Director	30- June- 1974	12- Mar- 04	01- Jan- 2019	-	57	1	--	1	--
Mr.	M. S. Sundara Rajan	AAFPM4934N DIN-00169775	Independent Director	15- March- 1950	26- July- 2011	09- Aug- 2019	-	49. 22	1	1	1	--
Mr.	Shitin D. Desai	ABLPD3068P DIN-00009905	Independent Director	20- March- 1947	16- Dec- 2013	09- Aug- 2019	-	49. 22	1	1	1	1
Mr.	Shobhan Thakore	AAAPT1967B DIN-00031788	Independent Director	31- July- 1947	16- Dec- 2013	09- Aug- 2019	-	49. 22	3	3	4	2
Ms.	Sonal Desai	ACFPD7534F DIN-08095343	Independent Director	13- Aug- 1957	01- Apr- 2019	01- Apr- 2019	--	54	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	NA	-
Mr.	Shitin D. Desai	Independent Director	Yes	27-08-2019
Mr.	Shobhan Thakore	Independent Director	Yes	27-08-2019
Ms.	Sonal Desai	Independent Director	NA	-

## 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 Bubna	Member, Executive Director
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
12-05-2023		Yes	8	4
24-07-2023	72 days	Yes	7	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	12-05-2023	-	Yes	4	3
	24-07-2023	72 days	Yes	4	3
Nomination and Remuneration Committee	12-05-2023	-	Yes	4	3
Risk Management Committee	19-07-2023	-	Yes	2	-

### 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

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## VI. Details of Cyber security incidence:-

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
Date of the event	NA	Brief details of the event	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
  - 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*

**JETKIN GUDHKA**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**



07<sup>th</sup> October, 2023

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## Annexure III

III. Affirmations			
Broad heading	Regulation Number	Compliance statuses (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, business responsibility report displayed on website	46(2)	Yes	NA
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Mr. Shitin Desai, Chairman of Audit Committee was unable to attend the meeting due to his pre-occupation and in his absence Ms. Sonal Desai, Member acted as Chairman of the Committee, (only to the extent of this AGM) to address the shareholders.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No	Mr. Shitin Desai, Chairman of Nomination & Remuneration Committee was unable to attend the meeting due to his pre-occupation and in his absence Ms. Sonal Desai, Member acted as Chairman of the Committee, (only to the extent of this AGM) to address the shareholders.
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes	NA
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	NA
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	NA
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	NA



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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	NA		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
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>(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</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the 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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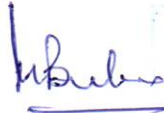

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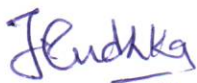
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<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	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
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
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	RAMPRAKASH V. BUBNA	 	
Designation	CEO		
Place	MUMBAI		
Date	07 <sup>th</sup> October, 2023		



**JETKIN GUDHKA**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**  
07<sup>th</sup> October, 2023

