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Regd. Office : Prime Business Park, Dashrathlal Joshi Road, Vile Parle (W),

Mumbai - 400056, India. www.shardacropchem.com





#### CORPORATE GOVERNANCE REPORT

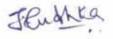
opchem Limited
31, 2020

#### I. Composition of Board of Directors:-

Titl e (Mr. /Ms	Name of Director	PAN & DIN	Category (Chairpers on/ Executive/ Non- Executive/ independe nt/ Nominee)	Date of Birth	Initial Date of Appoin tment	Date of Re- appoin tment	Da te of Ce ss ati on	Tenu re in form of mont hs	No of Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty	No of Inde pen dent Dire ctor ship in liste d entit ies incl udin 9 this liste d entit y	No of mem bers hips in Audi t/ Stak ehol der Com mitte e(s) inclu ding this Liste d entit y	No of post of Chair perso n in Audit/ Stake holde r Committe e inclu ding this Liste d entity
Mr.	Rampraka sh V. Bubna	AACPB6260D DIN-00136568	Chairman & Managing Director	20-July- 1946	12-Mar- 04	01-Jan- 2019	-	24	1		1	**
Mrs	Sharda R. Bubna	AACPB5921B DIN-00136760	Whole-time Director	04-May- 1953	12-Mar- 04	01-Jan- 2019	-	24	1	-		
Mr.	Ashish R. Bubna	AACPB5507B DIN-00945147	Whole-time Director	09-Oct- 1972	12-Mar- 04	01-Jan- 2019		24	1			
Mr.	Manish R. Bubna	AAAPB9774C DIN-00137394	Whole-time Director	30-June- 1974	12-Mar- 04	01-Jan- 2019	-	24	1		1	
Mr.	M S. Sundara Rajan	AAFPM4934N DIN-00169775	Independent Director	15- March- 1950	26- July- 2011	09- Aug- 2019	>+	16	1	1	5	1
Mr.	Shitin D. Desai	ABLPD3068P DIN-00009905	Independent Director	20- March- 1947	16- Dec- 2013	09- Aug- 2019	*	16	1	1	1	1
Mr.	Shobhan Thakore	AAAPT1967B DIN-00031788	Independent Director	31-July- 1947	16- Dec- 2013	09- Aug- 2019	2	16	3	3	7	2
Ms.	Sonal Desai	ACFPD7534F DIN-08095343	Independent Director	13-Aug- 1957	01-Apr- 2019	01-Apr- 2019		21	2	2	3	-

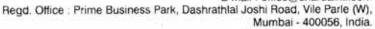
Note: The number of membership & chairperson in Audit Committee & Stakeholder's Grievance Committee includes membership & chairperson of public listed company only.





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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/Nomine e)	Date of Appointm ent
		Mr. Shitin Desai	Chairman, Independent Director	22-10-2016
		Mr. M. S. Sundara Rajan	Member, Independent Director	16-12-2013
1 Audit C	Audit Committee	Mr. Ramprakash V. Bubna	Member, Managing Director	16-12-2013
		Ms. Sonal Desai	Member, Independent Director	24-07-2019
2	Nomination & Remuneration Committee	Mr. M. S. Sundara Rajan	Chairman, Independent Director	16-12-2013
		Mr. Shitin D. Desai	Member, Independent Director	16-12-2013
		Mr. Ramprakash V. Bubna	Member, Managing Director	21-01-2019
		Ms. Sonal Desai	Member, Independent Director	24-07-2019
	Stakeholders	Mr. Shobhan Thakore	Chairman, Independent Director	16-12-2013
3	Relationship	Mr. Manish Bubna	Member, Executive Director	16-12-2013
	Committee	Ms. Sonal Desai	Member, Independent Director	24-07-2019
	Risk Management Committee	Mr. Ramprakash V. Bubna	Chairman, Managing Director	14-05-2019
4		Mr. Manish Bubna	Member, Executive Director	14-05-2019
		Mr. Dinesh Nahar	Member, General Manager- Finance	22-01-2020

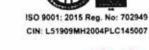




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#### III. Meeting of Board of Directors:-

	between any two consecutive (in	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Director attending the meeting
13-August-2020		Yes	8	4
28-October-2020	76 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)	between any two	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Director attending the meeting
Audit Committee	13-August-2020	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Yes	4	3
	28-October-2020	76 days	Yes	4	3

#### 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

<sup>\*</sup> if it is "No" detail of non-compliance is required to be provided below - NA



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ISO 9001:

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

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#### VI. Affirmations:-

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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:

400 056

JETKIN GUDHKA COMPANY SECRETARY & COMPLIANCE OFFICER

January 07, 2021