

# 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, 29<sup>th</sup> 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	31 <sup>st</sup> March, 2016

### 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 members 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	AACPB6260D DIN-00136568	Chairman & Managing Director	12.03.2004	NA	1	1	--
Mrs.	Sharda R. Bubna	AACPB5921B DIN-00136760	Whole-time Director	12.03.2004	NA	1	--	--
Mr.	Ashish R. Bubna	AACPB5507B DIN-00945147	Whole-time Director	12.03.2004	NA	1	--	--
Mr.	Manish R. Bubna	AAAPB9774C DIN-00137394	Whole-time Director	12.03.2004	NA	1	1	--
Mr.	M. Sundara Rajan	AAFPM4934N DIN-00169775	Independent Director	09.08.2014	5 yrs	3	6	3
Mrs.	Urvashi Saxena	AAVPS2424D DIN-02021303	Independent Director	09.08.2014	5 yrs	3	2	1
Mr.	Shitin D. Desai	ABLPD3068P DIN-00009905	Independent Director	09.08.2014	5 yrs	1	1	1
Mr.	Shobhan Thakore	AAAPT1967B DIN-00031788	Independent Director	09.08.2014	5 yrs	6	10	2
Mr.	P. Srinivasan	ACRPS1571M DIN-00365025	Independent Director	09.08.2014	5 yrs	1	1	1



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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. M. S. Sundara Rajan	Chairman, 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)
03-Nov-15	30-Jan-16	87days
	14-Mar-16	43 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-16	Yes	03-Nov-15	87 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**

14<sup>TH</sup> April, 2016



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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
<b>III Affirmations</b>			
The Listed Entity has approved Material Subsidiary Policy and Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied			Yes

  
JETKIN GUDHKA  
COMPANY SECRETARY &  
COMPLIANCE OFFICER



14<sup>TH</sup> April, 2016