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





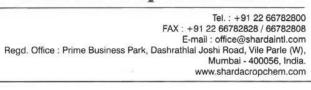
#### **CORPORATE GOVERNANCE REPORT**

Name of Listed Entity	Sharda Cropchem Limited
Quarter ending	March 31, 2025

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

Title (Mr./ Ms.)	Name of Director	PAN & DIN	Category (Chairpers on/ Executive/ Non- Executive/ independe nt/ Nominee)	Date of Birth	Initial Date of Appoi ntme nt	Date of Re- appo intm ent	Dat e of Ce ssa tio n	Ten ure (in mo nth s / day s)	No of Dir ect ors hip * in list ed ent itie s inc lud ing thi s list ed ent	No of Inde pend ent Direc torsh ip in liste d entiti es inclu ding this liste d entit y	No of mem bers hips in Audit / Stake holde r Com mitte e(s) inclu ding this listed entity	No of post of Chairp erson in Audit/ Stakeh older Comm ittee held in listed entitie s including this listed entity
Mr.	Ramprakash V. Bubna	AACPB6260D DIN-00136568	Chairman & Managing Director	20- July- 1946	12- Mar- 04	01- Jan- 2024	-	15	1		1	
Mrs.	Sharda R. Bubna	AACPB5921B DIN-00136760	Whole-time Director	04- May- 1953	12- Mar- 04	01- Jan- 2024	-	15	1	1	1	
Mr.	Ashish R. Bubna	AACPB5507B DIN-00945147	Whole-time Director	09- Oct- 1972	12- Mar- 04	01- Jan- 2024	-	15	1	-	1	
Mr.	Manish R. Bubna	AAAPB9774C DIN-00137394	Whole-time Director	30- June- 1974	12- Mar- 04	01- Jan- 2024	-	15	1	I	1	
Ms.	Sonal Desai	ACFPD7534F DIN-08095343	Independen t Director	13- Aug- 1957	01- Apr- 2019	01- Apr- 2024	-	12	2	2	2	1
Mr.	H. S. Upendra Kamath	AAFPK7818M DIN-02648119	Independen t Director	14- Dec- 1953	10- May- 2024	10- May- 2024	-	10. 21	4	4	3	
Mr.	Vinod Kumar Kathuria	AAYPK7865R DIN-06662559	Independen t Director	23- July- 1958	10- May- 2024	10- May- 2024	-	10. 21	5	5	3	1
Mr.	Shalin S. Divatia	AAAPD3931B DIN-00749517	Independen t Director	08- Jan- 1965	10- May- 2024	10- May- 2024	-	10. 21	2	2	2	1

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







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	-
Ms.	Sonal Desai	Independent Director	NA	-
Mr.	H. S. Upendra Kamath	Independent Director	NA	-
Mr.	Vinod Kumar Kathuria	Independent Director	NA	-
Mr.	Shalin S. Divatia	Independent Director	NA	-

### **II. Composition of Committees:-**

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)	
		Ms. Sonal Desai	Chairperson, Independent Director	
1	Audit Committee	Mr. H. S. Upendra Kamath	Member, Independent Director	
	Addit Committee	Mr. Shalin S. Divatia	Member, Independent Director	
		Mr. Ramprakash V. Bubna	Member, Managing Director	
	Namination 9	Ms. Sonal Desai	Chairperson, Independent Director	
2	Nomination & Remuneration	Mr. H.S. Upendra Kamath	Member, Independent Director	
	Committee	Mr. Vinod Kumar Kathuria	Member, Independent Director	
	Committee	Mr. Ramprakash V. Bubna	Member, Managing Director	
	Stakeholders	Mr. Shalin S. Divatia	Chairman, Independent Director	
3	Relationship	Mr. Vinod Kumar Kathuria	Member, Independent Director	
	Committee	Mr. Manish R. Bubna	Member, Executive Director	
		Mr. Ramprakash V. Bubna	Chairman, Managing Director	
4	Risk Management	Ms. Sonal Desai	Member, Independent Director	
	Committee	Mr. Manish R. Bubna	Member, Executive Director	
5	Corporate Social	Mr. Ramprakash V. Bubna	Chairman, Managing Director	
	Responsibility Committee	Mrs. Sharda R. Bubna	Member, Executive Director	
		Ms. Sonal 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)	between any two consecutive (in	requirement	Number of Directors Present	Number of Independent Director attending the meeting
25-10-2024		Yes	7	4
24-01-2025	90 days	Yes	7	3

#### IV. Meeting of Committees:-

Name of Committees	Dates of Meeting (Enter dates of previous quarter and current quarter in chronological order)	any two consecutive	Whether require ment of Quorum met (details)	Number of Director s Present	Number of Independ ent Director attending the meeting
Audit Committee	25-10-2024		Yes	4	3
	24-01-2025	90 days	Yes	3	2
Stakeholders Relationship Committee	24-01-2025		Yes	3	1
Corporate Social Responsibility Committee	24-01-2025		Yes	2	1
Risk Management Committee	25.10.2024		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,	No
2015 there has been cyber security incidents or breaches or loss of	
data or documents during the quarter	

<sup>\*</sup> 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

<sup>\*</sup> 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)			
1.1	Detail of business	Yes			
1.2	Memorandum of Association and Articles of Association	Yes			
1.3	Brief profile of Board of Directors including directorship and full-time positions in body corporates	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	Yes			
	investor simultaneously with submission to stock exchange				
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			

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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
	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	Yes
	purpose of determining materiality as required under regulation	
	30(5)	
23	Disclosure under regulation 30(8)	Yes
24	Statement of deviation(s) or variations(s) as specified in regulation	NA
	32	
25	Divided Distribution Policy as per Regulation 43A (as applicable)	Yes
26.	Annual return as provided under section 92 of the Companies Act,	Yes
1	2013	
26.	Employee Benefit scheme documents framed in terms of SEBI	NA
2	(SBEB) Regulations, 2021.	
27	Confirmation that the above disclosures are in a separate section	Yes
	as specified in regulation 46(2)	
28	Compliance with regulation 46(3) with respect to accuracy of	Yes
	disclosures on the website and timely updating	

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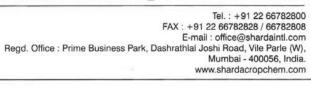
#### VII. Affirmations:- Annexure I

- 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.
- The meetings of the Board of Directors and the above committees have been 4. 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:
  Digitally signed by Jetkin Gudhka

**Jetkin** Gudhka Digitally signed by Jetkin Gudhka
Dit c-elly, O-Personal, postal Code=400049, [=Mumbai, starkhalmarshire, street=2, Juliu apartments, Juliu road, Juliu S.O, Maharashira India-400049- Juhiu S.O, Maharashira India-400049- Juhiu S.O, Maharashira India-400049- Juhiu S.O, Maharashira India-400049- Juhi S.O. 2400-2400- Juhi S.O. 2400- Juhi S.O. 2400-2400- Juhi S.O. 2400- Juhi S.O. 2400- Juhi S.O. 2400-2400- Juhi S.O. 2400- Juhi S.O.

**JETKIN GUDHKA COMPANY SECRETARY & COMPLIANCE OFFICER** 

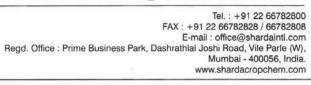
9th April, 2025







	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			



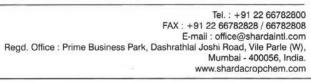




32	Approval for material related party transaction	23(4)	NA
33	Disclosure of related party transaction on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (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)	Yes
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	Policy with respect to Obligations of directors and Senior Management	26(2) & 26 (5)	Yes
47	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
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	No
	III Affirmations	<u> </u>	
	and Corporate Entity have been	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, business responsibility report	46(2)	Yes	NA



displayed on website





Audit Committee at the Ann	of 18(1)(d) nual	Yes	NA
General Meeting Presence of Chairperson of Nomination and Remunera Committee at the Anr General Meetin	` '	Yes	NA
Presence of Chairperson of Stakeholder Relations		Yes	NA
Whether "Corpor Governance Report" disclo		h Yes	NA
1	Additional Half yearly	Disclosure	
Applicability of disclosure	Applicable		
Reason for Non-Applicability	NA		
I. Disclosure of Loans/ guaran	tees/comfort letters /s	ecurities etc. refer no	te below
(A)Any loan or any other form of indirectly to	debt advanced by the I	sted entity directly or	
Entity	Aggregate amo advanced during months	unt Balance six 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 directly or indirectly, in conn			
Entity	Type (guarantee, com letter etc.)	amount of	Balance outstanding at the end of six months







			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
(C) Any security provided by loan(s) or any other form of			or indirectly, in co	nnection with any
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 er controlled by them	ntity	NA	0	0
Directors (including relatives) or any other entity controlled by the		NA	0	0
KMPs or any other entity control by them	lled	NA	0	0
(D) Additional Information				
II. Affirmations				
Affirmations			Compliance Status	Company Remarks
All loans (or other form of cletters (by whatever name connection with any loan(s) (odirectly or indirectly by the list promoter group, director(s) (including entity controlled by them are in the company.	caller other	ed) or securities in er form of debt) given entity to promoter(s), ng their relatives), key neir relatives) or any	Yes	NIL

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Name	Shailesh Mehendale
Designation	CFO
Place	MUMBAI
Date	09-04-2025



**JETKIN GUDHKA COMPANY SECRETARY & COMPLIANCE OFFICER** 

9th April, 2025