

# Sharda Cropchem Limited

(Formerly known as Sharda Worldwide Exports Pvt. Ltd.)

Tel. : +91 22 66782800

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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



## PROCEEDINGS OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY UNDER CLAUSE 31(D) OF THE LISTING AGREEMENT

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- Meeting Day, Date And Time** : Friday, 18<sup>th</sup> September, 2015 at 3.00 p.m.
- Venue** : National Stock Exchange Auditorium, Plot No. C/1, G Block, Bandra- Kurla Complex, BKC Road, Bandra (East), Mumbai - 400 051
- Chairman** : Mr. Ramprakash V. Bubna, Chairman & Managing Director.
- Members attending the Meeting** : 44 members present in person and 8 by proxy.
- Quorum** : The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

1. After declaring the quorum to be present, the Chairman called the Meeting to be in order. He introduced the Directors seated on the dias and welcomed all the members to the 12<sup>th</sup> Annual General Meeting of the Company.

With the consent of the Members present at the Meeting, the Notice convening the Meeting, the Directors' Report, Financial Statements and the Auditors' Report for the year ended 31<sup>st</sup> March, 2015 were taken as read.

2. The Chairman gave an overview of the financial performance of the Company for the year ended 31<sup>st</sup> March, 2015 and its future outlook.
3. The Chairman informed the Members that pursuant to the provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company had extended the remote e-voting facility to the Members to exercise their right to vote at the 12th Annual General Meeting. The remote e-voting commenced on 15<sup>th</sup> September, 2015 at 09:00 a.m. and ended at 17<sup>th</sup> September, 2015 at 05:00 p.m. (both days included).
4. The Chairman then informed the Members that the facility for voting through electronic voting system (i.e Insta Poll) is made available at the Meeting for the Members who have not casted their vote through remote e-voting.

The Chairman then informed the Members that for the benefit of Shareholders who were present at the meeting and who had not cast their votes through remote e-voting, an Insta Poll facility was being conducted at the end of the Meeting. The Members were also informed that those who had already casted their vote through e-voting should not cast their vote again on Insta Poll, since such vote would be considered as invalid.

J. Bubna



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5. The Chairman further informed that the Board of Directors have engaged the services of M/s. Karvy Computershare Private Limited ('Karvy') as the agency to provide e-voting facility and Mr. Chintan Goswami, Practicing Company Secretary, Mumbai as Scrutinizer for scrutinizing the remote e-voting, Poll (Insta Poll) process at the Annual General Meeting, in a fair and transparent manner.
6. The Chairman then invited the Members to ask questions, make comments and give their views, if any. The Members were given an opportunity to speak in order in which they had given their names. After giving sufficient time to all the Members who wished to speak, the Chairman and Managing Director gave responses to the issues raised by the Members.
7. The Chairman thereafter, ordered a poll to be taken at the meeting electronically (Insta Poll) and requested Mr. Chintan Goswami, Scrutinizer for orderly conduct of the voting

The Chairman announced that the combined results on remote e-voting and poll process would be announced not later than three working days of the conclusion of the meeting i.e before 21<sup>st</sup> September, 2015.

## Business transacted at the 12<sup>th</sup> Annual General Meeting:

The following business transacted at the Annual General:

### ORDINARY BUSINESS

1. Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and reports of the Board of Directors and Auditors thereon.

The following resolution was passed as an Ordinary Resolution:

"RESOLVED THAT the Audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015 and reports of the Board of Directors and Auditors thereon, submitted to this Meeting, be and are hereby adopted."

2. Adoption of audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the report of the Auditors thereon.

The following resolution was passed as an Ordinary Resolution:

"RESOLVED THAT the Audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and reports of the Auditors thereon, submitted to this Meeting, be and are hereby adopted."

3. Declaration of Dividend of Rs. 2.50 per Equity share of face value of Rs. 10 each i.e. 25% for the financial year ended 31<sup>st</sup> March, 2015.

The following resolution was passed as an Ordinary Resolution:

*J. Rudhika*



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“RESOLVED THAT pursuant to the recommendation of the Board of Directors, dividend of Rs. 2.50 per Equity share (25%) be paid on 9,02,20,495 Equity Shares of Rs. 10/- each for the year ended 31<sup>st</sup> March, 2015 to those Shareholders whose names appear in the Register of Members as on 11<sup>th</sup> September, 2015 and to the beneficial owners of the shares as on 11<sup>th</sup> September, 2015, as per the details furnished by the Depositories for this purpose.”

4. Re-appointment of Mr. Manish R. Bubna (DIN: 00137394), Whole- time Director who retires by rotation.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT Mr. Manish R. Bubna (DIN: 00137394), Whole-time Director of the Company who retires by rotation be and is hereby re-appointed.”

5. Appointment of S R B C & Co. LLP, Chartered Accountants (Firm No. 324982E) as Statutory Auditors and fix their remuneration.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, M/s. S R B C & Co. LLP, Chartered Accountants, (Firm No.324982E) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, the retiring auditors of the Company who have expressed their unwillingness to continue as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in 2018 (subject to ratification of their appointment at every Annual General Meeting held thereafter) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the auditors.”

As per the consolidated Scrutinizer's Report dated 18<sup>th</sup> September, 2015, all resolution as set out in the Notice of 12<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> May, 2015, were passed by the Members of the Company with requisite majority.

FOR SHARDA CROP CHEM LIMITED



JETKIN GUDHKA  
COMPANY SECRETARY & COMPLIANCE OFFICER