

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: 702949

CIN: L51909MH2004PLC145007



CORPORATE GOVERNANCE REPORT

Name of Listed Entity	Sharda Cropchem Limited
Quarter ending	March 31, 2020

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	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	AACP B6260D DIN-00136568	Chairman & Managing Director	20- July- 1946	12- Mar- 04	01- Jan- 2019	-	5 yrs	1	--	1	--
Mrs.	Sharda R. Bubna	AACP B5921B DIN-00136760	Whole-time Director	04- May- 1953	12- Mar- 04	01- Jan- 2019	-	5 yrs	1	--	--	--
Mr.	Ashish R. Bubna	AACP B5507B DIN-00945147	Whole-time Director	09- Oct- 1972	12- Mar- 04	01- Jan- 2019	-	5 yrs	1	--	--	--
Mr.	Manish R. Bubna	AAAP B9774C DIN-00137394	Whole-time Director	30- June- 1974	12- Mar- 04	01- Jan- 2019	-	5 yrs	1	--	1	--
Mr.	M. Sundara Rajan	AAFPM4934N DIN-00169775	Independent Director	15- March- 1950	26- July- 2011	09- Aug- 2019	-	5 yrs	1	1	1	--
Mr.	Shitin D. Desai	ABLPD3068P DIN-00009905	Independent Director	20- March- 1947	16- Dec- 2013	09- Aug- 2019	-	5 yrs	1	1	1	1
Mr.	Shobhan Thakore	AAAPT1967B DIN-00031788	Independent Director	31- July- 1947	16- Dec- 2013	09- Aug- 2019	-	5 yrs	4	4	5	2
Ms.	Sonal Desai	ACFPD7534F DIN-08095343	Independent Director	13- Aug- 1957	01- Apr- 2019	01- Apr- 2019	--	5 yrs	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/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. M. S. Sundara Rajan	Chairman, Independent Director
		Mr. Shitin D. Desai	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
		Mr. Manish Bubna	Member, Executive Director
		Mr. Dinesh Nahar	Member, General Manager Finance



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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
22-Oct-2019	-	Yes	6	2
22-Jan-2020	91 days	Yes	8	4
26-Feb-2020	34 days	Yes	8	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	22-Oct-2019	-	-	-	-
Audit Committee	22-Jan-2020	91 days	Yes	4	3
	26-Feb-2020	34 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

* if it is "No" detail of non- compliance is required to be provided below:- NA



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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



April 28, 2020

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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	NA
15	Schedule of analyst or institutional investors meet and presentation made by the listed entity to the analyst or institutional investor simultaneously with submission to stock exchange	Yes
16	New name and the old name of the listed entity	Yes
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 respect of the relevant financial year	Yes
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Divided Distribution Policy as per Regulation 43A (as applicable)	Yes
23	It is certified that this contents on the website of the listed entity are correct	Yes



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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	Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee	19(2A)	Yes
19	Meetings of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20 (2A)	Yes
21	Meetings of Stakeholder Relationship Committee	20(3A)	Yes
22	Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party transactions	23(1), (1A), (5), (6), (7) & (8)	Yes
26	Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transaction	23(4)	NA
28	Disclosure of related party transaction on consolidated basis	23(9)	Yes



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29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of Independent Directors	25(3) & (4)	Yes
35	Familiarization of Independent Directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance of Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance of code of conduct from members of Board of Directors and Senior Management	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and Senior Management	26(2) & 26 (5)	Yes
III Affirmations			
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



April 28, 2020