



SHARDA CROPCHEM LIMITED

Corporate Identity No. L51909MH2004PLC145007

Registered Office: 2nd Floor, Prime Business Park, Dashrathlal Joshi Road,
Vile Parle (West), Mumbai – 400 056

Tel. No.: 91 22 6678 2800 Fax No.: 91 22 6678 2828

Email address: co.sec@shardaintl.com Website: www.shardacropchem.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the members of M/s. Sharda Cropchem Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr. Mayur D. Parmar, Proprietor of M/s. M D Parmar & Associates, Practising Company Secretaries, (ACS: 44894; CP No. 18299) as the scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent” or “RTA”) as the agency to provide e-voting facility. As per the Circulars issued by the Ministry of Corporate Affairs, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:



Commencement of e-voting:	9:00 a.m. (IST) on Saturday, 16 th December, 2023
End of e-voting:	5:00 p.m. (IST) on Monday, 15 th January, 2024

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before 17th January, 2024, and will be displayed on the Company's website at www.shardacropchem.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

Item No. 1 – To re-appoint Ms. Sonal Desai (DIN: 08095343) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Sonal Desai, (DIN: 08095343) who was appointed as an Independent Director of the Company at the 16th Annual General Meeting and holds office up to 31st March, 2024 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1st April, 2024 to 31st March, 2029.”

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and they are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF BOARD OF DIRECTORS

**Sd/-
JETKIN GUDHKA
COMPANY SECRETARY**

Date : 6th December, 2023

Place : Mumbai



NOTES

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. This Postal Ballot Notice is also available on the website of the Company at www.shardacropchem.com, the website of our Registrar KFin Technologies Limited at <https://evoting.kfintech.com>, and on the website of the BSE Limited at www.bseindia.com and on the website of the National Stock Exchange of India Limited at www.nseindia.com.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members, whose names appear on the Register of Members as received from the Registrar & Share Transfer Agents and List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. 8th December, 2023. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Members as on 8th December, 2023 and a person who is not a Member of the Company as on the cut-off date should treat this Notice for information purpose only. The voting rights for the equity shares are one vote per equity share, registered in the name of the Member. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. The Company has appointed Mr. Mayur D. Parmar, Proprietor of M/s. M D Parmar & Associates, Practicing Company Secretaries (ACS: 44894; CP No. 18299), Mumbai as Scrutinizer for scrutinising the Postal Ballot process in a fair and transparent manner.
5. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
6. **The remote e-voting period commences on Saturday, 16th December, 2023 (9:00 am) and ends on Monday, 15th January, 2024 (5:00 pm).** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of 8th December, 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.



The instructions for e-voting are as follows:

i. Information and instructions for remote e-voting by individual shareholders holding shares in demat mode:

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Procedure to login through websites of Depositories	
NSDL	CDSL
<p>1. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p> <p>i. Click on URL: https://eservices.nsd.com.</p> <p>ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>iii. Enter your User ID and Password for accessing IDeAS,</p> <p>iv. On successful authentication, you will enter your IDeAS service login.</p> <p>v. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.</p> <p>vi. Click on “Active e-voting Cycles” option under e-voting.</p> <p>vii. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</p>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i. Click on URL: https://web.cdslindia.com/myeasi/home/login</p> <p>or</p> <p>www.cdslindia.com and click on New System Myeasi</p> <p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>iii. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</p>
<p>2. Users not registered for IDeAS facility of NSDL may follow the following procedure:</p> <p>i. To register, click on URL: https://eservices.nsd.com.</p>	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i. To register, click on URL https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>



<p>ii. Select “Register Online for IDeAS”.</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <p>i. Click on URL: https://www.evoting.nsd.com/</p> <p>ii. Click on the button “Login” available under “Shareholder / Member” section.</p> <p>iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.</p> <p>iv. On successful authentication, you will enter the e-voting module of NSDL.</p> <p>v. Click on “Active E-voting Cycles / VC or OAVMs” option under e-voting.</p> <p>vi. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.</p>	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure;</p> <p>i. Click on URL: www.cdslindia.com / https://www.evotingindia.com.</p> <p>ii. Provide demat account number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL.</p> <p>v. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.</p>

Procedure to login through their demat accounts / website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for **“e-Voting”** will be available once they have successfully logged-in through their respective logins. Click on the option **“e-Voting”** and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against the name of Company or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.



Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

ii. Information and Instructions for remote e-voting by shareholders other than individuals holding shares in demat mode and all other shareholders holding shares in physical mode:

- a. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- b. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:-

For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.



- f. On successful login, the system will prompt you to select the EVENT number of the Company.
- g. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution
- j. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- k. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below::
 - a. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567
 - b. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. A member may call KFinTech's toll free number 1-800-3454-001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
 - d. A member may send an e-mail request to evoting@kfintech.com.
 - e. If the member is already registered with KFinTech's e-voting platform then he / she can use his / her existing User ID and password for casting the vote through remote e-voting.



- I. In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / e-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given above.
7. The vote in this Postal Ballot Process cannot be exercised through proxy.
8. Any query in relation to the Resolution(s) proposed to be passed by Postal Ballot may be sent to the Company Secretary, Sharda Cropchem Limited, at the Registered Office of the Company at 2nd Floor, Prime Business Park, Dashrathlal Joshi Road, Vile Parle (West), Mumbai – 400 056 or at e-mail id – co.sec@shardaintl.com.
9. The Scrutinizer will submit his report to the Chairman & Managing Director, on or before 17th January, 2024, at the Registered Office of the Company. The resolution(s) will be taken as passed on the last date of e-voting i.e. 15th January, 2024 as a “deemed date of passing of the resolution(s)”, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution(s). The result of the voting by Postal Ballot shall also be announced on the website of the Company i.e. www.shardacropchem.com, besides communicating to BSE Ltd. and National Stock Exchange of India Ltd.
10. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot will be final.
11. All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of e-voting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Ms. Sonal Desai was appointed as an Independent Director of the Company under the provisions of Companies Act, 2013 vide resolution passed by the member at the 16th Annual General Meeting of the Company held on 27th August, 2019. As per the said resolution, she was appointed for the period of five (5) years up to 31st March, 2024. Upon expiry of her term, she is eligible for re-appointment for another term of five years.

Ms. Sonal Desai is a qualified Chartered Accountant with an Executive Diploma in Hospital Administration from Tata Institute of Social Sciences (TISS). She was superannuated from Hindustan Petroleum Corporation in August 2017 (A Fortune 500 Company with a turnover of above USD 31 billion). Currently, she is an Executive Director at Sushrut Hospital (a 100 bedded Charitable Trust Hospital). She is also an advisor to Prashanti Medical Trust (Sathya Sai Hospital) whose hospitals at Rajkot and Ahmadabad do heart surgeries totally free of cost for the economically under privileged patients.

Her last assignment prior to superannuation in HPCL was Executive Director-Refinery Finance (one level below the Board) with additional responsibility of Head-Corporate Social Responsibility (CSR). The vast experience of 35 years comprised of handling not only pure finance and accounting functions but also commercial and embedded functions resulted in rare blend of leadership experience and functional competence. Her assignments provided her unique experience and expertise in business areas such as Marketing, Operations, Projects and Refineries Management

Considering her skill, expertise and contribution during the first term of appointment and based on the recommendation of Nomination and Remuneration Committee, the Board is of the opinion that her continued association will add value and it will be in the best interest of the Company to re-appoint her as an Independent Director for a second term of five (5) consecutive years with effect from 1st April, 2024 and as such the Board has proposed her as an Independent Director for the second term of five (5) consecutive years w.e.f 1st April, 2024 for approval of the members by way of a Special Resolution.

The Company has also received consent in writing from Ms. Sonal Desai to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of qualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

A copy of the draft letter to be issued to Ms. Sonal Desai setting out the terms and conditions of her re-appointment would be available for inspection by the members electronically at the website of the Company from the date of dispatch of the Notice of Postal Ballot up to the date of declaration of the results of postal ballot.

Except Ms. Sonal Desai, none of the Director or Key Managerial Personnel of the Company



and their relative is concerned or interested in the resolution set out in item no. 1.

Ms. Sonal Desai is not related to any Director or Key Managerial Personnel of the Company.

The Board recommends the special resolution set out in Item No. 1 of the Notice of Postal Ballot for approval by the members of the Company.

BY ORDER OF BOARD OF DIRECTORS

**Sd/-
JETKIN GUDHKA
COMPANY SECRETARY**

Date : 6th December, 2023

Place : Mumbai



ANNEXURE A

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT VIDE ITEM NO. 1 IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Ms. Sonal Desai
Director Identification Number (DIN)	<u>08095343</u>
Date of Birth (Age)	13 th August, 1957 (66 Years)
Date of first appointment	1 st April, 2019
Category	Non-Executive Director
Qualification	Chartered Accountant, Executive Diploma in Hospital Administration
Experience & Expertise	35 Years of experience in handling finance and accounting functions as well as commercial and embedded functions resulted in rare blend of leadership experience and functional competence.
Shareholding in the Company	Nil
Number of Equity Shares held in Company for any other person on a beneficial basis	Nil
Terms and conditions of re-appointment	Re-appointed as Independent Director for a second term of five years commencing from 1 st April, 2024 to 31 st March, 2029, not liable to retire by rotation.
Remuneration last drawn, if applicable	Sitting fees paid during the year 2022-23: Rs. 5,25,000/-
Remuneration proposed to be paid	Sitting Fees for the meetings of Board and committees as approved by the Board
Meetings of the Board attended during the year 2022-23	4
Name of other Listed entities in which person holds directorship and membership of committees	Care Ratings Limited
Relationships between Directors inter-se	None



Chairmanship/Membership of committees of Company	None
Chairmanship/Membership of committees of Company	Audit Committee - Member
	Nomination and Remuneration Committee – Member
	Stakeholders Relationship Committee – Member
	Risk Management Committee - Member
Name of Listed Entities from which resigned in the past three (3) years	None

BY ORDER OF BOARD OF DIRECTORS

**Sd/-
JETKIN GUDHKA
COMPANY SECRETARY**

Date : 6th December, 2023

Place : Mumbai