

Sharda Cropchem Limited

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Regd. Office : Prime Business Park, Dashrathlal Joshi Road, Vile Parle (W),
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ISO 9001: 2015 Reg. No: 702949
CJN: L51909MH2004PLC145007



21st May, 2024

To,

National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Trading Symbol: SHARDACROP	BSE Limited Phiroze Jeejeebhoi Tower, Dalal Street, Mumbai – 400 001 Scrp Code: 538666
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Dear Sir/Madam,

Re: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024.

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Annual Secretarial Compliance Report issued by KJB & CO LLP, Practising Company Secretaries for the Financial Year ended 31st March, 2024 on 10th May, 2024.

Kindly take the same on record.

Thanking you,

Yours Sincerely,

For SHARDA CROP CHEM LIMITED

JETKIN GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: as above

**Secretarial compliance report of Sharda Cropchem Limited
for the financial year ended March 31, 2024**

We, KJB & CO LLP, Practising Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Sharda Cropchem Limited (hereinafter referred as **“the listed entity”**), having its Registered Office at 2nd Floor, Prime Business Park, Dashrathlal Joshi Road, Vile Parle (West,), Mumbai, 400056. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

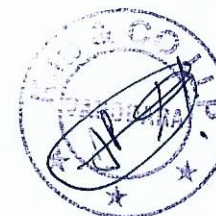
We have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2024 (**“review period”**) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (**“SEBI Act”**) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (**“SCRA”**), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (**“SEBI”**);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



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- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the Company for the period under review;**
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable to the Company for the period under review;**
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company for the period under review;**
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the Company for the period under review;**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company for the period under review;**

and circulars/ guidelines issued thereunder;

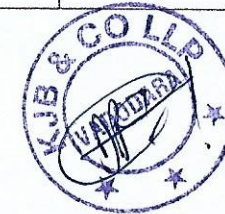
and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisor /Clarification /Fine/ Show Cause	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks

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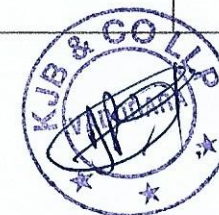
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					Notice / Warning, etc.				
1	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) – Regulation 18(1)(d)	Regulation 18(1)(d)	The absence of the Chairman of the audit committee at the annual general meeting was due to his unavoidable reasons, presence of chairman of audit committee is mandated under regulation 18(1)(d) of LODR regulations, in conjunction with standard 4.1.1 of secretarial standard 2 issued by the Institute of Company Secretaries of India (ICSI). However, other member of the audit committee was authorized to address shareholders’ queries in his absence.	-	-	Absence of Chairman of the audit committee at the annual general meeting.	-	Pursuant to the Regulation 18(1)(d) of the Securities and Exchange Board of India (Listing Obligations) Regulations, 2015, The absence of the Chairman of the audit committee at the annual general meeting was due to his unavoidable reasons, presence of chairman of audit committee is mandated under regulation 18(1)(d) of LODR regulations, in conjunction with standard 4.1.1 of secretarial standard 2 issued by the Institute of Company Secretaries of India (ICSI). However, other member of the audit committee was	The Chairman of the Audit Committee was absent at the Annual General Meeting of the Company due to his unavoidable reasons. However, other member of the audit committee was authorised to address shareholders queries in his absence.

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								authorized to address shareholders' queries in his absence.		
2	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") – Regulation 47(3)	Regulation 47(3)	The publication of unaudited financial results in the newspaper (both standalone and consolidated) for the quarter and half year ended 30th September 2023, on 24th October 2023, was delayed beyond the stipulated period of 48 hours following the conclusion of the board of directors' meeting held on 21st October 2023 as required by regulation 47(3) of LODR regulations. However, the financial results were uploaded on the Stock Exchange within the stipulated time frame	-	-	The Company published the unaudited financial results in the newspaper (both standalone and consolidated) beyond the stipulated time period of 48 hours from the conclusion of the board of directors meeting.	-	Pursuant to the Regulation 47(3) of the Securities and Exchange Board of India (Listing Obligations) Regulations, 2015, The publication of unaudited financial results in the newspaper (both standalone and consolidated) for the quarter and half year ended 30th September 2023, on 24th October 2023, was delayed beyond the stipulated period of 48 hours following the conclusion of the board of directors' meeting held on 21st October 2023 as required by regulation 47(3) of LODR regulations. However, the	Our Board Meeting was held on Saturday i.e. 21 st October, 2023. The next day was Sunday and we confirmed the financial publication to the agency on Monday i.e. 23 rd October, 2023 and the same was published on Tuesday i.e. 24 th October, 2023.	-

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								financial results were uploaded on the Stock Exchange within the stipulated time frame.	
3	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements, 2015 ("LODR") – Regulation 26(A)(2)	Regulation 26(A)(2)	The appointment of the Chief Financial Officer (CFO) as on December 6th, 2023, pursuant to regulation 26(A)(2) of the LODR regulations effective from 15th July 2023, was delayed beyond the stipulated period of three months of the resignation of the previous Chief Financial Officer as on 7th June 2023. Further, due to the vacancy, the Company was unable to obtain the required certification from the Chief Financial Officer under regulation 33(2)(a)	-	-	-	-	Pursuant to the Regulation 26(A)(2) of the Securities and Exchange Board of India (Listing Obligation) Regulations, 2015, The appointment of the Chief Financial Officer (CFO) as on December 6th, 2023, pursuant to regulation 26(A)(2) of the LODR regulations effective from 15th July 2023, was delayed beyond the stipulated period of three months of the resignation of the previous Chief Financial Officer as on 7th June 2023. Further, due to the vacancy, the Company was unable to obtain the	The Chief Financial Officer resigned on 7 th June, 2023. At that time, LODR provision was to appoint another CFO within a period of 6 months. On 15 th July, 2023, LODR provisions were amended to 3 months. Since, this is a very big position in any organisation, it takes time to fill the vacancy. The Company was in the process of finding a suitable candidate for the role. Finally, on

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			of LODR regulations for the quarters ending June 2023 and September 2023.					required certification from the Chief Financial Officer under regulation 33(2)(a) of LODR regulations for the quarters ending June 2023 and September 2023.	6 th December, 2023, Company has appointed Chief Financial Officer of the Company.
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports)	Observations made in the secretarial compliance report for the year ended 31 st March 2023 .	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	<i>Pursuant to the Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, The Company has upgraded to web-based System Driven Disclosure system in place of excel based system during the year under review. Since, the Company has been utilizing the Microsoft excel based system during the Review Period and the same was already disclosed by</i>	<i>Pursuant to the Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, The Company has upgraded to web-based System Driven Disclosure system in place of excel based system during the year under review. Since, the Company has been utilizing the Microsoft excel</i>	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT”) – Regulation 3(2B), 3(5) and 3(6)	<i>Pursuant to the Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, The Company has upgraded to web-based System Driven Disclosure system in place of excel based system during the year under review. Since, the Company has been utilizing the Microsoft excel based system during the Review Period and the same was</i>	The Company has upgraded to the web based system driven disclosure system and sending notices to designated persons for UDPI and Confidentiality as per Regulations.	The Company has upgraded to the web based system driven disclosure system and sending notices to designated persons for

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<p><i>the Company to the stock exchanges in its periodical filings.</i> Further, we are unable to express our opinion in respect of compliance of Reg. 3(2B) of PIT Regulations the course of audit as we did not find any instance of notice given by the Company to any person to maintain confidentiality with whom any unpublished price sensitive information pursuant to 'legitimate purpose' if any shared by the Company</p>	<p><i>based system during the Review Period and the same was already disclosed by the Company to the stock exchanges in its periodical filings.</i> Further, we are unable to express our opinion in respect of compliance of Reg. 3(2B) of PIT Regulations the course of audit as we did not find any instance of notice given by the Company to any person to maintain confidentiality with whom any unpublished price sensitive information pursuant to 'legitimate purpose' if any shared by the Company</p>		<p><i>already disclosed by the Company to the stock exchanges in its periodical filings.</i> Further, we are unable to express our opinion in respect of compliance of Reg. 3(2B) of PIT Regulations the course of audit as we did not find any instance of notice given by the Company to any person to maintain confidentiality with whom any unpublished price sensitive information pursuant to 'legitimate purpose' if any shared by the Company.</p> <p>No actions taken or penalty imposed, on the listed entity.</p>	<p>UDPI and Confidentiality as per Regulations</p>
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I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	None
2.	<p>Adoption and timely updation of the Policies:</p>	Yes	None

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	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	None
4.	Disqualification of Director: None of the director(s) of the listed entity is/are disqualified under Section 164 of	Yes	None



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	Companies Act, 2013 as confirmed by the listed entity.		
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies.	N.A.	The Company does not have material subsidiary.
	(b) Disclosure requirement of material as well as other subsidiaries.	Yes	None
6.	Preservation of Documents:	Yes	None
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation:	Yes	None
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.		



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8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/ rejected by the audit committee.	Yes N.A.	None The listed entity has taken prior approval of the Audit committee for the transactions placed before the meeting.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any:	Yes	None



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	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)		
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	No case of resignation of statutory auditor from the listed entity during the review period. The Company does not have any material subsidiaries.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

Assumptions & limitation of scope and review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

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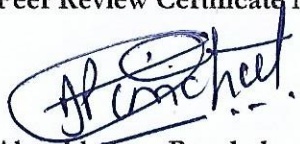


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3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For KJB & CO LLP,
Practicing Company Secretaries
Firm Unique Identification No. – L2020MH006601
Peer Review Certificate No. – 2797/2022



Alpeshkumar Panchal

Partner

FCS No.: 12908

C P No.: 20120

UDIN: F012908F000350355

Date: Vaishakh 20, 1946 | May 10, 2024

Place: Vadodara

