

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
CJN: L51909MH2004PLC145007



8th August, 2023

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 Scrip Code: 538666
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Dear Sir/Madam,

Sub: Outcome of the 20th Annual General Meeting of M/s. Sharda Cropchem Limited ('Company') pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are pleased to inform you that the 20th Annual General Meeting ('AGM') of the Members of the Company was held on Tuesday, 8th August, 2023 at 02:30 p.m. IST through Video Conferencing / Other Audio Video Means.

Enclosed herewith please find the proceedings of the AGM pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you.

Yours Sincerely,

FOR SHARDA CROP CHEM LIMITED

Jetkin Gudhka
Company Secretary &
Compliance Officer

Encl: As above

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PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF THE COMPANY

The 20th Annual General Meeting of the members of M/s. Sharda Cropchem Limited (“Company”) was held on Tuesday, 8th August, 2023 at 02:30 p.m. IST through Video Conferencing / Other Audio Visual Means (VC / OAVM).

Meeting details are as follows:

Meeting Day	Tuesday
Date	8 th August, 2023
Time	02:30 p.m. IST
Conclusion Time	03.21 p.m. IST
Venue	Since this meeting was held through VC / OAVM, deemed venue of the meeting is Registered Office of the Company
Total no. of shareholders as on cut-off date (01st August, 2023)	55,835
Total no. of shareholders attended the meeting through VC / OAVM	39
Total no. of shareholders attended the meeting through proxy	Since this AGM was held through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members was not available for this AGM.
Quorum	The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

Director’s Present:

Name of the Director	Designation	Location
Mr. Ramprakash V. Bubna	Chairman & Managing Director	Joined through VC from Mumbai
Mrs. Sharda R. Bubna	Whole-Time Director	Joined through VC from Mumbai
Mr. M. S. Sundara Rajan	Independent Director	Joined through VC from Chennai
Mr. Shobhan Thakore	Independent Director	Joined through VC from Mumbai
Ms. Sonal Desai	Independent Director	Joined through VC from Mumbai
Mr. Ashish R. Bubna	Whole-Time Director	Joined through VC from Brazil
Mr. Manish R. Bubna	Whole-Time Director	Joined through VC from Mumbai

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Key Managerial Personnel's Present:

Name of the KMP	Designation	Location
Mr. Jetkin Gudhka	Company Secretary & Compliance Officer	Joined through VC from Mumbai

Auditor's Present:

Name of the firm	Name & Designation	Location
M/s. B S R & Co. LLP (Statutory Auditors)	Mr. Burjis Pardiwala – Partner	Joined through VC from Mumbai
M/s. B S R & Co. LLP (Statutory Auditors)	Mr. Sanket Shinde – Manager	Joined through VC from Mumbai
M/s. B S R & Co. LLP (Statutory Auditors)	Ms. Pratiksha Jain – Assistant Manager	Joined through VC from Mumbai
M/s. B S R & Co. LLP (Statutory Auditors)	Ms. Komal Umbarkar – Assistant Manager	Joined through VC from Mumbai
M/s. KJB & CO LLP (Secretarial Auditors)	Mr. Alpesh Panchal – Partner	Joined through VC from Baroda
M/s. KJB & CO LLP (Secretarial Auditors)	Ms. Palmi Shah – Consultant	Joined through VC from Mumbai

The Company Secretary welcomed all the Members present through VC / OAVM. He informed the members that in view of the continuing Covid-19 pandemic, the Company arranged, for the Members, a facility to join the meeting through video conference and other audio visual means via KFin Technologies Private Limited, its Registrar, which is in compliance with the directions of Ministry of Corporate Affairs & SEBI as amended from time to time, without the physical presence of the Members at the common venue.

He informed the Members about some basic instructions with respect to the participation at the AGM through VC.

Thereafter, the Chairman took the chair.

The Chairman welcomed all the members present in the meeting and as the requisite quorum was present, he commenced the meeting. He further introduced Directors, KMP's and representatives of Statutory Auditors & Secretarial Auditors, who attended this meeting, one by one.

He informed that Mr. Shitin Desai, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee was unable to attend the meeting due to his pre-occupation and in his absence Ms. Sonal Desai, Independent Director and Member acted as Chairman of the Audit Committee, Remuneration & Nomination Committee (only to the extend of this AGM) to address the shareholders.

He further informed that the Chairman of the Stakeholder's Relationship Committee and representatives of the Statutory Auditors and the Secretarial Auditors were present at the meeting.

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Thereafter, the Chairman addressed the members and discussed the financial performance of the Company during FY 2022-23. He further informed the members that the Annual Report for FY 2022-23 and the Notice of the AGM was send to the members, electronically, on 6th July, 2023 and the same was also available on the website of Company, Registrar and Stock Exchanges simultaneously.

Thereafter, the Chairman took the notice as read.

The Chairman informed that there were no adverse observations / qualifications in the Statutory Auditor's report for FY 2022-23. Also, there were no major qualifications in the Secretarial Audit Report for FY 2022-23, except those mentioned in the Board's Report.

Thereafter, the Chairman took the Statutory Audit Report and the Secretarial Audit Report as read.

He further informed that the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. The statutory registers under the Companies Act, 2013 and other documents and certificates as referred in the Notice of the AGM and Annual Report were made available in the electronic form during the AGM.

He then took Agenda of the Meeting:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and the Auditors thereon.**

The following resolution was passed as an Ordinary Resolution:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditor thereon laid before this meeting, be and are hereby considered and adopted."

- 2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2023, together with 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 31st March, 2023 and report of the Auditor thereon as laid before this Meeting, be and are hereby considered and adopted."

- 3. To confirm the payment of interim dividend on equity shares and to declare a final dividend on equity shares of the Company for the financial year 2022-23.**

The following resolution was passed as an Ordinary Resolution:

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“RESOLVED THAT pursuant to Section 123 (3) of Companies Act, 2013 and rules made thereunder, the Shareholders approves final dividend at the rate of Rs. 3.00 per equity share.

He then requested Ms. Sonal Desai, Member of the Audit Committee to take the Chair for Agenda No. 4, as he was an interested party for Agenda No. 4.

Ms. Sonal Desai took Agenda No. 4 of the Meeting.

4. To appoint a Director in place of Mr. Ashish R. Bubna (DIN: 00945147), who retires by rotation and being eligible, offers himself for re-appointment.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT Mr. Ashish R. Bubna (DIN: 00945147), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

Mr. Ramprakash V. Bubna took the chair and proceeded with the meeting.

5. To approve the appointment of the Statutory Auditors of the Company.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of the forthcoming 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Chairman & Managing Director on behalf of the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

The Chairman then requested Ms. Sonal Desai, Member of the Audit Committee to take the Chair for Agenda No. 6 to 9, as he was an interested party for Agenda No. 6 to 9.

Ms. Sonal Desai took Agenda No. 6 to 9 of the Meeting.

6. To re-appoint Mr. Ramprakash V. Bubna (DIN: 00136568) as Chairman & Managing Director of the Company.

The following resolution was passed as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company and as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mr. Ramprakash V. Bubna (DIN: 00136568) as the Chairman and Managing Director of the Company for a period of five (5) years with effect from 1st January, 2024 upto 31st December, 2028 upon the terms and conditions as may be agreed to between the Company and the Chairman & Managing Director.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

7. To re-appoint Mrs. Sharda R. Bubna (DIN: 00136760) as Whole-Time Director of the Company.

The following resolution was passed as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company and as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mrs. Sharda R. Bubna (DIN: 00136760) as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st January, 2024 upto 31st December, 2028 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”



8. To re-appoint Mr. Ashish R. Bubna (DIN: 00945147) as Whole-Time Director of the Company.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company and as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mr. Ashish R. Bubna (DIN: 00945147) as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st January, 2024 upto 31st December, 2028 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

9. To re-appoint Mr. Manish R. Bubna (DIN: 00137394) as Whole-Time Director of the Company.

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company and as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mr. Manish R. Bubna (DIN: 00137394) as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st January, 2024 upto 31st December, 2028 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

Ms. Sonal Desai requested the Company Secretary to proceed with Questions & Answers.

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The Company Secretary then invited the members who had registered themselves as speakers to ask questions or express their views. The members who had registered as speakers expressed their views and raised a few questions. The Chairman responded to the questions raised by the speakers.

The Company Secretary then informed the members, that the Company, in accordance with the Act and the Listing Regulations, had provided facility to members holding shares as on Tuesday, 1st August, 2023 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote e-voting provided by KFin Technologies Private Limited (Registrar). The remote e-voting period opened on Friday, 4th August, 2023 at 9.00 A.M. (IST) and concluded on Monday, 7th August, 2023 at 5.00 P.M. (IST). He also informed the Shareholders about the availability of e-voting system during the AGM for those members present in the meeting and have not cast their votes through remote e-voting.

He then informed about the appointment of Mr. Alpesh Panchal, from M/s. K J B & CO LLP, Practicing Company Secretaries, Mumbai as the scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.

The Company Secretary also announced that the voting results for the aforesaid resolutions would be declared within 2 working days of the conclusion of the AGM on receipt of the Scrutinizer's report and the Results / Scrutinizer's report will be placed on the Company's website and on the website of the Stock Exchanges.

He also instructed that the e-voting window shall remain open for another 15 minutes and thereafter the e-voting at the AGM shall be disabled by the scrutinizer. Upon completion of e-voting, the proceedings of the AGM shall stand concluded.

The Company Secretary then requested the Chairman to conclude the meeting.

The Chairman thanked the Members for attending and participating in the Meeting and there being no other business, declared the proceedings to be closed. The 20th Annual General Meeting was concluded at 03.21 pm.

After conclusion of the Annual General Meeting, the Scrutinizer took the custody of voting process.

The results of remote e-voting and e-voting during the AGM along with the scrutinizers report shall be disseminated to the stock exchanges separately.

FOR SHARDA CROP CHEM LIMITED

JETKIN N. GUDHKA
COMPANY SECRETARY &
COMPLIANCE OFFICER