

Sharda Cropchem Limited



ISO 9001: 2008 Reg. No: 690257
CIN: L51909MH2004PLC145007

Tel. : +91 22 66782800
FAX : +91 22 66782828 / 66782808
E-mail : shardain@vsnl.com
Regd. Office : Prime Business Park, Dashrathlal Joshi Road, Vile Parle (W),
Mumbai - 400056, India.
www.shardacropchem.com



August 31, 2018

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Scrip Code: 538666

Dear Sir/Madam,

Sub: Outcome of the 15th Annual General Meeting of M/s. Sharda Cropchem Limited ('Company') pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are pleased to inform you that the 15th Annual General Meeting of the Members of the Company was held on August 30, 2018 at 2:30 p.m. at Golden Gate Banquet, Prime Business Park, Dashrathlal Joshi Road, Vile Parle (West), Mumbai - 400 056.

Enclosed herewith please find the proceedings of the 15th Annual General Meeting pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you.

Yours faithfully

FOR SHARDA CROPCHEM LIMITED



Ramprakash V. Bubna
Chairman & Managing Director
(DIN: 00136568)

Encl: As above

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PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER REGULATION 30(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Meeting Day, Date And Time : Thursday, 30th August, 2018 at 2.30 p.m. (Meeting concluded at 3.30 p.m.)

Venue : Golden Gate Banquet, Prime Business Park
Dashrathlal Joshi Road, Vile Parle (West),
Mumbai – 400 056

Chairman : Mr. Ramprakash V. Bubna, Chairman & Managing Director.

Members attending the Meeting : 45 members present in person

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 15th 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 March 31, 2018 were taken as read.

Further to that Chairman read out the qualification in Secretarial Audit Report and director's remark on such qualification given in Director's report.

2. The Chairman gave an overview of the financial performance of the Company for the year ended March 31, 2018 and its future outlook.
3. The Chairman informed the Members that pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had extended remote e-voting facility to the Members to exercise their right to vote at the 15th Annual General Meeting. The remote e-voting commenced on August 27, 2018 at 9:00 a.m. and ended at August 29, 2018 at 5:00 p.m. (both days included).
4. The Chairman then informed the Members that the facility for voting through Poll was made available at the Meeting for the Members who have not casted their vote through remote e-voting.



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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, Poll facility was being conducted at 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 Poll, since such vote would be considered as invalid.

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 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.
7. The Chairman thereafter, ordered a poll to be taken at the meeting 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 forty eight hours of the conclusion of the meeting i.e before 1st September, 2018.

Business transacted at the 15th Annual General Meeting:

The following business transacted at the Annual General:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and 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 March 31, 2018 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 March 31, 2018, 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 March 31, 2018 and Report of the Auditor thereon as laid before this Meeting, be and are hereby considered and adopted."



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3. **To declare Final Dividend on equity shares of the Company for the Financial Year ended March 31, 2018**

The following resolution was passed as an Ordinary Resolution:

"RESOLVED THAT Final Dividend at the rate of Rs. 2.00/- per equity share of face value of Rs. 10/- each out of the current profits of the company be and is hereby approved"

4. **Appointment of the Statutory Auditor of the Company.**

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 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. B S R & Associates LLP Chartered Accountants, (Firm Registration No 116231W/W-100024), be and is hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting to be held in the year 2023 (subject to ratification of their appointment at every AGM, if so required under the Act).

RESOLVED FURTHER THAT Mr. Ramprakash V. Bubna, Chairman and Managing Director (DIN: 00136568) of the Company be and is hereby authorised to fix their remuneration in consultation with the auditors."

SPECIAL BUSINESS:

5. **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 or re-enactment 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, 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 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Chairman & Managing Director.



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RESOLVED FURTHER THAT any of the Director/s of the Company be and are hereby authorized 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."

6. **To re-appoint Mrs. Sharda R. Bubna (DIN: 00136760) 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 or re-enactment 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, 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 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized 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 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 or re-enactment 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, 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 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized 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."



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

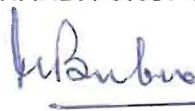
The following resolution was passed as an Ordinary Resolution:

"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 or re-enactment 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, 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 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized 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."

As per the consolidated Scrutinizer's Report dated August 30, 2018, all resolutions as set out in the Notice of 15th Annual General Meeting dated May 09, 2018, were passed by the Members of the Company with requisite majority.

FOR SHARDA CROPCHEM LIMITED




Ramprakash V. Bubna
Chairman & Managing Director
(DIN: 00136568)

JS