

# SHREEOSWAL SEEDS AND CHEMICALS LIMITED

CIN: L01111MP2017PLC044596

Registered Office: "Oswal House", Opposite Balkavibairagi College, Nasirabad Highway,  
Village Kanwati, Neemuch MP 458441

Tel. +91-7423-297511, Email id- oswalgroups2002@gmail.com,

Website-www.oswalseeds.com

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## **NOTICE OF 6<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **6<sup>th</sup> Annual General Meeting (AGM)** of the Members of **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** will be held on **Saturday, 30<sup>th</sup> September, 2023 at 02.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** for which purpose the Registered Office of the Company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:-

### **ORDINARY BUSINESSES:-**

1. To consider and adopt the Audited Standalone Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.
2. To consider and adopt the Audited Consolidated Financial Statement of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Sanjay Baigani (DIN: 07921083) Managing Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To appoint Auditor of the Company and to fix their remuneration.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in terms of the provisions of Sections 139, 141 and 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee to the Board, J.C. Baheti & Associates, Chartered Accountants, Indore (FRN: 003390C), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 06<sup>th</sup> Annual General Meeting, until the conclusion of the 11<sup>th</sup> Annual General Meeting (AGM for the financial year 2027-28) on such remuneration plus applicable taxes and out of pocket expenses as determined and recommended by the audit committee and approved by the Board of the Directors of the Company.

### **SPECIAL BUSINESSES:-**

5. **RE-APPOINTMENT OF MR. SANJAY BAIGANI (DIN: 07921083) AS A MANAGING DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without Modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and are hereby accorded for re-appointment of Mr. Sanjay Baigani (DIN: 07921083) as Managing Director of the Company for a further period of three years with effect from 14<sup>th</sup> August 2023 to 13<sup>th</sup> August, 2026, on the following terms, conditions, salary and perquisites:

a) **Salary:** Rs. 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month.

b) **Perquisites:** In addition to the above salary Mr. Sanjay Baigani, (DIN: 07921083) Managing Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, term insurance, key man insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

**RESOLVED FURTHER THAT** wherein a financial year during the continuance of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related e-forms with the Registrar of Companies.

**6. RE-APPOINTMENT OF MR. ANIL KUMAR NAHATA (DIN: 07921005) AS A WHOLE-TIME DIRECTOR AND CEO OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of

members of the Company be and are hereby accorded for re-appointment of Mr. Anil Kumar Nahata (DIN: 07921005) as a Whole-time Director and Chief executive officer of the Company for a further period of three years with effect from 14<sup>th</sup> August, 2023 to 13<sup>th</sup> August, 2026 on the following terms, conditions, salary and perquisites:

a) **Salary:** Rs. 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month.

b) **Perquisites :** In addition to the above salary Mr. Anil Kumar Nahata (DIN: 07921005), Whole-time Director and CEO shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/house rent allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, term insurance, key man insurance, leave and leave travel concession, club fees, provident fund, superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

**RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related e-forms with the Registrar of Companies.”

**BY ORDER OF THE BOARD OF DIRECTORS**

**DATE: 14<sup>TH</sup> AUGUST, 2023**

**PLACE: NEEMUCH**

**DILIP PATIDAR  
COMPANY SECRETARY  
ACS-34566**

**SHREEOSWAL SEEDS AND CHEMICALS LIMITED**

CIN: L01111MP2017PLC044596

Registered Office: "Oswal House",

Opposite Balkavibairagi College, Nasirabad Highway,

Village Kanwati, Neemuch MP 458441

WEB: www.oswalseeds.com

EMAIL: oswalgroups2002@gmail.com

Phone: +91-7423-297511

## NOTES:-

1. In view of the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 followed by Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 followed by SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 6<sup>th</sup> AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 6<sup>th</sup> AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 28 of this Notice.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March, 2023 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.

4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 25<sup>th</sup> August, 2023 being the cut-off date for sending soft copy of the Notice of 6<sup>th</sup> AGM and Annual Report for the financial year 2022-23, may access the same from Company's website at [www.oswalseeds.com](http://www.oswalseeds.com), website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

**5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Since the 6<sup>th</sup> AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, Corporate/ Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at [lnjoshics@gmail.com](mailto:lnjoshics@gmail.com) with a copy marked to the Company at [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com)
7. Pursuant to provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Monday, 25<sup>th</sup> September, 2023 to Saturday, 30<sup>th</sup> September, 2023 (both days inclusive) for the purpose of 6<sup>th</sup> Annual General Meeting.
8. In terms of the Article of Association of the Company read with Section 152 of the Companies Act 2013, Mr. Sanjay Baigani (DIN: 07921083), Managing Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Although his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his re-appointment.
9. The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 4 to 6 forms part of this Notice is annexed hereto.

As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

10. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment/retire by rotation at the AGM are provided as an annexure to the Notice forms integral part of this notice. Requisite declarations have been received from Director/s for seeking re-appointment.
11. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

12. SEBI vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.
13. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting requisite forms with respective depositories. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in requisite form with respective depository.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Depository of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Saturday, 30<sup>th</sup> September, 2023. Members seeking to inspect such documents can send an email to [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com).
18. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at BIGSHARE SERVICES PRIVATE LIMITED, Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Raod, Andheri East, Mumbai (M.H.)-400093.
19. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com) to enable the investors to register their complaints/send correspondence, if any.
20. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.

21. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during the AGM, in a fair and transparent manner.
22. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Saturday, 23<sup>rd</sup> September, 2023, being the cut-off date.
23. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Saturday, 23<sup>rd</sup> September, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this Notice.
24. A person, who is not a Member as on Saturday, 23<sup>rd</sup> September, 2023, should treat this Notice for information purposes only.
25. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - [www.oswalseeds.com](http://www.oswalseeds.com) as soon as possible after the Meeting is concluded.
26. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
27. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
28. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
  - (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members.
  - (ii) The voting period begins on Wednesday 27<sup>th</sup> September, 2023 from 9.00 A.M. and ends on Friday, 29<sup>th</sup> September, 2023 at 5.00 P.M. During this period shareholders' of the Company as on the cut-off date (record date) of Saturday, 23<sup>rd</sup> September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities

are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>



	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. As on date there are no physical shareholders in the company as all the shares in electronic mode. However process for login in case of physical shareholders as are under:**

(vi) Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholder holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. < SHREEOSWAL SEEDS AND CHEMICALS LIMITED > on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xviii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only**

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**29. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance

seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at oswalgroups2002@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

**30. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id. However company does not have any physical shareholder as all the shares in electronic mode only.
- (ii) For Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**31. DECLARATION OF RESULTS:**

- (i) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- (ii) Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

(iii) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.oswalseeds.com](http://www.oswalseeds.com) and on the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.

(iv) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday 30<sup>th</sup> September, 2023 subject to receipt of the requisite number of votes in favour of the Resolutions.

32. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**BY ORDER OF THE BOARD OF DIRECTORS**

**DATE: 14<sup>TH</sup> AUGUST, 2023**

**PLACE: NEEMUCH**

**DILIP PATIDAR  
COMPANY SECRETARY  
ACS-34566**

**SHREEOSWAL SEEDS AND CHEMICALS LIMITED**

CIN: L01111MP2017PLC044596

Registered Office: "Oswal House",

Opposite Balkavibairagi College, Nasirabad Highway,

Village Kanwati, Neemuch MP 458441

WEB: [www.oswalseeds.com](http://www.oswalseeds.com)

EMAIL: [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com)

Phone: +91-7423-297511

## STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice dated 14<sup>th</sup> August, 2023:

### ITEM NO. 4: - TO APPOINT AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION

The Board of Directors of the Company, at its meeting held on 14<sup>th</sup> August, 2023, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, quality of audit reports, etc. recommended the appointment of J.C. Baheti & Associates as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a term of five (5) consecutive years from the conclusion of this 06<sup>th</sup> AGM till the conclusion of the 11<sup>th</sup> AGM (AGM to be held for the financial year 2027-28) of the Company, to examine and audit the accounts of the Company.

J.C. Baheti & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. As required under the SEBI Listing Regulations, J.C. Baheti & Associates holds a valid certificate issued by the Peer Review Board of ICAI.

The company has received necessary certificate and written consent from J.C. Baheti & Associates, Chartered Accountants stating that their appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI Listing Regulations.

The terms and conditions of the re-appointment of the Statutory Auditors of the Company shall inter-alia also include the conditions mentioned in Clauses 6A & 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Statutory Auditor	Rs.1,75,000/- (Rupees One Lacs Seventy Five Thousand only) plus reimbursement of out of pocket expenses for financial year 2023-24. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and Board of the Directors of the Company.
Terms of Appointment	5 Years i.e. from the conclusion 06 <sup>th</sup> Annual General Meeting till the conclusion of 11 <sup>th</sup> Annual General Meeting.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Proposed fees for the new incoming Statutory Auditors J.C. Baheti & Associates is higher due to applicability of Indian Accounting Standards (IndAs) on the Company and also considering that they are having experienced partner's exposure to various services other than audit and good audit exposure of various industries.

Basis of Recommendation of Appointment	The Audit Committee and the Board considered their eligibility, capability to serve the given business of the Company, market standing of the firm, clientele served, technical knowledge etc. found J.C. Baheti & Associates, Chartered Accountants (FRN: 003390C) best suited for the Company. Accordingly Board re-recommends the Ordinary Resolution for appointment of Statutory auditors.
Details in relation to and credentials of the statutory auditor proposed to be re-appointed	J.C. Baheti & Associates was established in February, 1987 and undertakes Audit/Income tax/Company Law Matters/Project Financing/Loan Syndications work and public issue management for their various clients. The partners are professionally qualified and have wide knowledge of SEBI Act and its regulations and complete understanding of work done in a Stock Exchange.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**ITEM NO. 5: RE-APPOINTMENT OF MR. SANJAY BAIGANI (DIN: 07921083) AS MANAGING DIRECTOR OF THE COMPANY.**

Board of Directors of the Company in their meeting held on 14<sup>th</sup> August, 2023, based upon recommendation of Nomination & Remuneration Committee approved re-appointment of Mr. Sanjay Baigani as Managing Director on the Board of the Company for further period of three years with effect from 14<sup>th</sup> August, 2023 to 13<sup>th</sup> August, 2026 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the approval of the shareholders at the forthcoming Annual General Meeting.

Mr. Sanjay Baigani is promoter and founders of the Company and is having 30 years rich experience in various business activities and more particularly in the Business of production of agriculture seeds and chemicals. Looking to his total devotion and resultant progress made by the Company under his dynamic leadership skills, yours Board of Directors feels that his continuation on the Board as a Managing Director will be highly beneficial to the company. Accordingly, it is proposed to re-appoint him as Managing Director on remuneration as mentioned in Item No. 5 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date. The brief resume of Mr. Sanjay Baigani is annexed with this notice.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-



I. General information:			
1	Nature of industry	Company is engaged in the business of production, processing and sale of different kind of agricultural seeds, sorting and grading of seeds.	
2	Date or expected date of commencement of commercial production	Originally Company was a partnership firm and production, processing and sale of agriculture seeds began in the year 2002 later on converted in the Company.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Although Company received it's Certificate of Incorporation on 1 <sup>st</sup> December, 2017 but originally it was a partnership firm and was already engaged in production, processing and sale of agriculture seeds.	
4	Financial Performance based on given indicators	Figures in Lacs	
	Financial Year	Revenue from operations	Profit/(Loss) before Tax
	2021-22	10,263.59	572.41
	2020-21	7246.72	394.49
	2019-20	6230.72	344.17
			Profit/(Loss) after Tax
			411.85
			283.97
			245.46
5	Foreign investments or collaborations, if any	The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:			
1	Background details	Mr. Sanjay Baigani aged 51 years is the Promoter and founder of the Company. He has work experience of 30 years and is responsible in handling day to day working and dealing in seeds, fertilizers, grains etc. including its marketing.	
2	Past remuneration	Rs. 6,00,000/- (Rupees Six Lacs Only) per month	
3	Recognition or awards	None	
4	Job profile and his suitability	Mr. Sanjay Baigani is a Chairman & Managing Director as well as promoter of the company and is responsible for overall management, general management, finance. The job profile essentially requires a leader who is innovative, self-motivated and result oriented.	
5	Remuneration proposed	<b>Salary:</b> Rs. 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month.	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile of Mr. Sanjay Baigani, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Managing Director is commensurate with the remuneration packages paid to similar	

		senior level counterpart(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Kiran Devi Begani (Non Executive Director) is wife of Mr. Sanjay Baigani. Except this he does not have any other pecuniary relationship with any of the director/ Managerial Personnel of the Company
III. Other information:		
1	Reasons of loss or inadequate profits	There is no loss however, there are inadequate profits due to adverse market position and profits matter of demand and supply or due to change in government policy, and then the profits may be inadequate in a particular year.
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/ liquidity, including cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	The Company continues to focus on further increasing operations and improving operational effectiveness at production facilities. Higher operational effectiveness results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over a higher number of products sold, thereby increasing profit margins.

The disclosures as required under Part II of Schedule V of the Companies Act, 2013 is covered under Corporate Governance Report forming part of Annual Report.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sanjay Baigani as a Managing Director under Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Save and except Mr. Sanjay Baigani and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Sanjay Baigani is related to Mrs. Kiran Devi Begani, Director of the Company.

**ITEM NO. 6: RE-APPOINTMENT OF MR. ANIL KUMAR NAHATA (DIN: 07921005) AS A WHOLE-TIME DIRECTOR AND CEO OF THE COMPANY.**

Board of Directors of the Company in their meeting held on 14<sup>th</sup> August, 2023, based upon recommendation of Nomination & Remuneration Committee approved re-appointment of Mr. Anil Kumar Nahata as Whole Time Director and CEO of the Company for further period of three years with effect from 14<sup>th</sup> August, 2023 to 13<sup>th</sup> August, 2026 in accordance with

the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the approval of the shareholders at the forthcoming Annual General Meeting.

Mr. Anil Kumar Nahata is promoter and founders of the Company and is having 27 years of experience in carrying out the business of production of agriculture seeds and chemicals. Looking to his total devotion and skills, yours Board of Directors feels that his continuation on the Board as a Whole Time Director and CEO will be highly beneficial to the company. Accordingly, it is proposed to re-appoint him as whole Time Director and CEO on remuneration as mentioned in Item No. 6 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date. The brief resume of Mr. Anil Kumar Nahata is annexed with this notice.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General information:			
1	Nature of industry		Company is engaged in the business of production, processing and sale of different kind of agricultural seeds, sorting and grading of seeds.
2	Date or expected date of commencement of commercial production		Originally Company was a partnership firm and production, processing and sale of agriculture seeds began in the year 2002 later on converted in the Company.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		Although Company received its Certificate of Incorporation on 1 <sup>st</sup> December, 2017 but originally it was a partnership firm and was already engaged in production, processing and sale of agriculture seeds.
4	Financial Performance based on given indicators		Figures in Lacs
	Financial Year	Revenue from operations	Profit/(Loss) before Tax
	2021-22	10,263.59	572.41
	2020-21	7246.72	394.49
	2019-20	6230.72	344.17
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.
II. Information about the appointee:			
1	Background details		Mr. Anil Kumar Nahata aged 47 years is the Promoter and founder of the Company. He has work experience of 27 years and is responsible in handling day to day working and dealing in seeds, fertilizers, grains etc. including its marketing. He has also participated in many conventions related

		with Agri-Industry, ICAR- National Research Centre on seed spices and India Expo, which was held in Karachi Expo. Center, Pakistan.
2	Past remuneration	Rs. 6,00,000/- (Rupees Six Lacs Only) per month
3	Recognition or awards	None
4	Job profile and his suitability	Mr. Anil Kumar Nahata is a Whole time Director & CEO as well as promoter of the company and is responsible for overall management, general management, finance. The job profile essentially requires a leader who is innovative, self-motivated and result oriented.
5	Remuneration proposed	Salary: Rs. 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) per month.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile of Mr. Anil Kumar Nahata, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Whole Time Director and CEO is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Padma Nahta (Non Executive Director) is wife of Mr. Anil Kumar Nahata. Except this he does not have any other pecuniary relationship with any of the director/ Managerial Personnel of the Company
III. Other information:		
1	Reasons of loss or inadequate profits	There is no loss however, there are inadequate profits due to adverse market position and profits matter of demand and supply or due to change in government policy, and then the profits may be inadequate in a particular year.
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	The Company continues to focus on further increasing operations and improving operational effectiveness at production facilities. Higher operational effectiveness results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over a higher number of products sold, thereby increasing profit margins.

The disclosures as required under Part II of Schedule V of the Companies Act, 2013 is covered under Corporate Governance Report forming part of Annual Report.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Anil Kumar Nahata as a Whole Time Director under Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Save and except Mr. Anil Kumar Nahata and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Mr. Anil Kumar Nahata is related to Mrs. Padma Nahta, Director of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS**

**DATE: 14<sup>TH</sup> AUGUST, 2023**

**PLACE: NEEMUCH**

**DILIP PATIDAR  
COMPANY SECRETARY  
ACS-34566**

**SHREEOSWAL SEEDS AND CHEMICALS LIMITED**

CIN: L01111MP2017PLC044596

Registered Office: "Oswal House",

Opposite Balkavibairagi College, Nasirabad Highway,

Village Kanwati, Neemuch MP 458441

WEB: [www.oswalseeds.com](http://www.oswalseeds.com)

EMAIL: [oswalgroups2002@gmail.com](mailto:oswalgroups2002@gmail.com)

Phone: +91-7423-297511

**Additional Information of Director seeking re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting:**

<b>Name of Director/ Appointee</b>	<b>Mr. Sanjay Baigani (MD &amp; Chairman )</b>	<b>Mr. Anil Kumar Nahata (Whole Time Director and CEO)</b>
<b>DIN</b>	07921083	07921005
<b>Date of Birth</b>	18/06/1972	02/09/1975
<b>Date of Appointment</b>	01/12/2017	01/12/2017
<b>Qualification</b>	Higher Secondary	BA, PHD in Agriculture
<b>Expertise/ Experience in specific functional areas</b>	30 years experience in production of agriculture seeds and chemicals	27 years experience in production of agriculture seeds and chemicals
<b>No. &amp; % of Equity Shares held in the Company including shareholding as a beneficial owner</b>	53,34,470 Shares (34.99%) Not hold any share as a beneficial owner	53,34,470 Shares (34.99%) Not hold any share as a beneficial owner
<b>List of outside Company's Directorship held</b>	1. Shreeoswal Psyllium Exports India Limited 2. Neemuch Food Industries Private Limited 3. Oswal Ethanol and Feed Industry Private Limited	1. Shreeoswal Psyllium Exports India Limited 2. Neemuch Food Industries Private Limited 3. Oswal Ethanol and Feed Industry Private Limited 4. Kesharpura Industrial Association
<b>List of Companies in which resigned in the past three years</b>	NIL	NIL
<b>Salary or Sitting fees paid</b>	Rs.6,00,000/- p.m. (Salary)	Rs.6,00,000/- p.m. (Salary)
<b>Chairman /Member of the Committees of the Board of Directors of the Company</b>	NIL	NIL
<b>Chairman /Member of the Committees of the Board Directors of other Companies in which he is director</b>	NIL	NIL
<b>Chairman / Member of the Committees of the Board Directors of other Companies in which resigned in the past three years</b>	NIL	NIL
<b>Relationship between directors inter-se</b>	Mrs. Kiran Devi Begani (Non Executive Director) is wife of Mr. Sanjay Baigani (Managing Director & Chairman), except this there is no other relationship with any other Director	Mrs. Padma Nahta (Non Executive Director) is wife of Mr. Anil Kumar Nahata (Whole Time Director and CEO), except this there is no other relationship with any other Director

<b>Attendance at Board Meetings</b>	During the year 1st April, 2022 to 31 <sup>st</sup> March, 2023, six Board Meetings of the Company were held, and Mr. Sanjay Baigani had attended all the Meetings.	During the year 1st April, 2022 to 31 <sup>st</sup> March, 2023 six Board Meetings of the Company were held, and Mr. Anil Kumar Nahata had attended all the Meetings.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable	Not Applicable

**BY ORDER OF THE BOARD OF DIRECTORS**

**DATE: 14<sup>TH</sup> AUGUST, 2023**

**PLACE: NEEMUCH**

**DILIP PATIDAR  
COMPANY SECRETARY  
ACS-34566**

**SHREEOSWAL SEEDS AND CHEMICALS LIMITED**

CIN: L01111MP2017PLC044596

Registered Office: "Oswal House",

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Village Kanwati, Neemuch MP 458441

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