

RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES

31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

To,
The Board of Directors,
SHREEOSWAL SEEDS AND CHEMICALS LIMITED
CIN: L01111MP2017PLC044596

Registered Office:
"Oswal House", Opposite Balkavibairagi College,
Nasirabad Highway, Village Kanwati,
Neemuch (M.P.) 458441

Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

I have been engaged by **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** (hereinafter referred to as the 'Company') [CIN: L01111MP2017PLC044596] whose equity shares are listed on National Stock Exchange of India Limited (NSE), to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by me for your doing further needful.

Kindly acknowledge the same.

Place: Indore
Date: 22nd May, 2023

For Ramesh Chandra Bagdi & Associates
Company secretaries



A handwritten signature in black ink, appearing to read "R. C. Bagdi".

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P. No 2871

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ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
SHREEOSWAL SEEDS AND CHEMICALS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Ramesh Chandra Bagdi, proprietor of Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries have examined:

- a) all the relevant documents and records made available to me and explanation provided by **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity, i.e. www.oswalseeds.com
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 (“**Review period**”) in respect of compliance with the provisions of:

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

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; [**Not Applicable as there was no reportable event during the financial year under review**];



- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review]**;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review]**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), namely Secretarial Standard 1 and Secretarial Standard 2.</p>	Yes	None
02	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	None
03	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website 	Yes	None



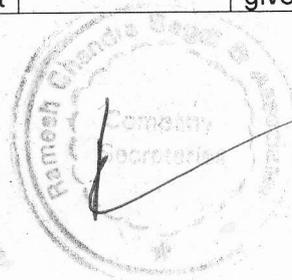
	<ul style="list-style-type: none"> • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 		
04	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	Yes	None
05	To examine details related to Subsidiary of listed entity: (a) Identification of material subsidiary company (b) Requirement with respect to disclosure of material as well as other subsidiary	Yes Yes	None None
06	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
07	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations	Yes	None
08	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes NA	None Please refer point no. 8(a)



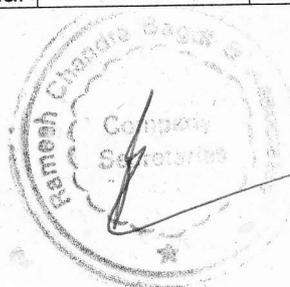
09	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	Except Un-Audited financial results for half year ended 30th September 2022 was not filed within 30 minutes from the conclusions of Board Meeting as it was delay of 22 minutes 36 second
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	Actions taken by SEBI or Stock Exchange, if any: No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	No actions taken during the review period.
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	None

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next	NA	During the period under review there was no incidence of resignation by the statutory auditors of the Company. However statutory auditors have given resignation



	<p>quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		<p>in current financial year with in the compliance of SEBI circular.</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>During the period under review there was no incidence of resignation by the statutory auditors of the Company.</p>



	subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	During the period under review there was no incidence of resignation by the statutory auditors of the Company.

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

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
01	The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider financial results.	Regulation 30 read with Part A of Para A of Schedule III of SEBI (LODR) Regulations, 2015,	Un-Audited financial results for half year ended 30 th September 2022 was not filed within 30 minutes from the conclusions of Board Meeting as it was delay of 22 minutes 36 second	As informed by the management no action has been taken by any authority for such non compliance	-	-	As informed by management no fine imposed by any authority for such non Compliance.	Un-Audited financial results for half year ended on 30 th September, 2022 were filed with delay of 22 minutes and 36 second of conclusion of Board Meeting which was required to submit within 30 Minutes.	Outcome for Board Meeting held on 14 th November 2022 was filed within 30 minutes of conclusion without enclosing financial results for half year ended on 30 th September, 2022 which was inadvertently. However same was uploaded with delay of 22 minutes and 36 second.	-



b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Place: Indore
Date: 22nd May, 2023

For Ramesh Chandra Bagdi & Associates
Company secretaries



R. C. Bagdi

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

UDIN: F008276E000352873

PR No.: 1560/2021

Unique Code Number: S2021MP83 5800