

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

Date: 29th May 2024

To,
The Secretary,
Corporate Compliance Department
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Mumbai - 400051

Sub: Annual Secretarial Compliance Report in accordance Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Ref: SHREEOSWAL SEEDS AND CHEMICALS LIMITED (NSE Symbol: OSWALSEEDS, ISIN:INE00IK01029)

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (listing Obligations and Disclosure Requirements Regulations, 2015, read with CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year 2023-24 issued by M/s Ramesh Chandra Bagdi & Associates proprietor Mr. Ramesh Chandra Bagdi, Practicing Company Secretary.

You are requested to please take on record the above said document for your reference and further needful.

Thanking you,
Yours faithfully

FOR, SHREEOSWAL SEEDS AND CHEMICALS LIMITED

DILIP PATIDAR
COMPANY SECRETARY AND COMPLIANCE OFFICER
M.N. A34566

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 ended on 31.03.2024 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: 20th May, 2024

For Ramesh Chandra Bagdi & Associates

Company secretaries



R.C. Bagdi

Ramesh Chandra Bagdi

Proprietor

FCS: 8276, C.P. No 2871

PR No.: 1560/2021

Unique Code Number: S2021MP835800

RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES
31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
SHREEOSWAL SEEDS AND CHEMICALS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
[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:

- all the relevant documents and records made available to me and explanation provided by **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** (“the listed entity”),
- the filings/ submissions made by the listed entity to the National Stock Exchange of India Limited (NSE),
- website of the listed entity, i.e. www.oswalseeds.com
- any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended 31st March, 2024 (“Review period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

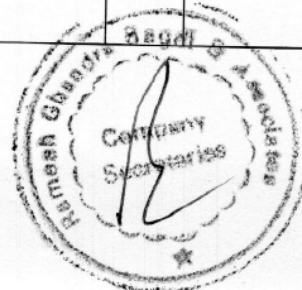


- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the financial year under review];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not 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 the circulars/ guidelines issued there under; and based on the above examination, I hereby report that, during the review period:

- 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	Listed Company shall submit the disclosure of related party transactions on consolidated basis on the date of publication of results.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Delay in submission of Disclosure of Related Party Transaction for the half year ended on 31 st March, 2023	As informed by management no action has been taken by any authority for such non-Compliance.	-	Submission of Disclosure of related party transactions on consolidated basis for the half year ended on 31 st March, 2023 with delay of 1 day	-	Delay of 1 day in submission of Disclosure of Related Party Transaction for the half year ended on 31 st March, 2023.	Due to technical glitch (validation error) company submitted Disclosure of Related Party Transaction for the half year ended on 31 st March, 2023 with delay of one day	-
02	Listed company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) (hereinafter collectively referred to as entities) as per PIT Regulations to the designated depository in terms of SEBI circular ref. no. SEBI/HO/CFD/DC R1/CIR/P/2018/85 dated May 28, 2018.	SEBI/HO/IS D/ISD/CIR/P/2020/168 dated 09.09.2020	Delay in providing information to designated depository as per SEBI Circular dated 09th September, 2020 on System Driven Disclosures (SDD).	As informed by management no action has been taken by any authority for such non-Compliance.	-	-	-	During the period under review details of designated persons for appointment of Independent Director's were not updated with designated depository in prescribed time limit	Inadvertently details of appointment of Independent Director's were not updated with designated depository through system driven disclosure mechanism with in prescribed time. However same has been updated on 26.03.2024.	-



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

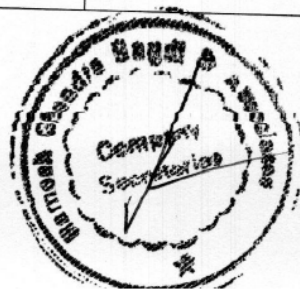
Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	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.	31.03.2023	Regulation 30 read with Part A of Para A of Schedule III of SEBI (LODR) Regulations, 2015,	-	The submission was delayed, and noted that in future such submissions will be made on time.	-

i. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance status (Yes/No/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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
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/ 	Yes	



	guidelines issued by SEBI		
03	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	
04	Disqualification of Director: None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	Yes	
05	Details related to Subsidiaries of listed entity have been examined w.r.t.: (a) Identification of material subsidiary company (b) Requirement with respect to disclosure of material as well as other subsidiary	Yes Yes	
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	
07	Performance Evaluation: The listed entity has conducted performance evaluation of the	Yes	



	Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations		
08	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(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.</p>	<p>Yes</p> <p>NA</p>	<p>Please refer point no. 8(a)</p>
09	<p>Disclosure of events or information:</p> <p>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.</p>	<p>Yes</p>	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	
11	<p>Actions taken by SEBI or Stock Exchange, if any:</p> <p>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.</p>	<p>NA</p>	<p>No actions taken during the review period</p>



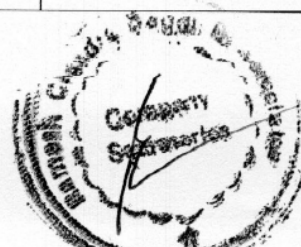
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries 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	Yes	The erstwhile statutory auditor of the Company and its Material Subsidiary, Agrawal Patel & Sinhal resigned as statutory auditors with effect from May 15, 2023 which was duly intimated to Exchange and also the standalone and consolidated audit report for the quarter as well as year ended 31 st March, 2023 duly signed by them as per aforesaid circular.
	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 quarter; or	NA	
	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.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit	NA	As per the resignation letter of auditor of the listed entity and its



	<p>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 subsidiary has not provided</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>material subsidiary company, the reason of resignation were not related to non-receipt of information.</p>
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	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.	Yes	Company and its material subsidiary had obtained details in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019 and simultaneously filed with exchange with in prescribed time.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore

Date: 20th May, 2024



**For Ramesh Chandra Bagdi & Associates
Company secretaries**

R. C. Bagdi

**Ramesh Chandra Bagdi
Proprietor**

FCS: 8276, C.P. No 2871

UDIN: F008276F000400338

PR No.: 1560/2021

Unique Code Number: S2021MP835800