

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 31.03.2025 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.

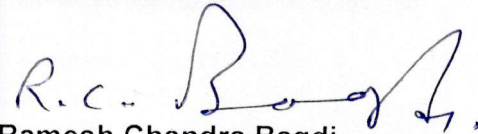
Kindly acknowledge the same.

Place: Indore

Date: 22nd May, 2025

For Ramesh Chandra Bagdi & Associates
Company secretaries




Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

PR No.: 1560/2021

Unique Code Number: S2021MP835800

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COMPANY SECRETARIES

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**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF**

**SHREEOSWAL SEEDS AND CHEMICALS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

[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 National Stock Exchange of India Limited (NSE),
- 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 report,

For the financial year ended 31st March, 2025 (“**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; **[Not Applicable as there was no reportable event during the financial year under review]**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

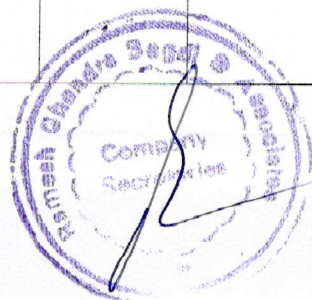


- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the financial year under review];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not 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 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	The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering	Regulation 3(5) of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations 2018	Compliance officer has not entered UPSI of Wholly owned Subsidiary in Software maintained	No action taken by any authority	-	Compliance officer has not entered UPSI of Wholly Owned Subsidiary in Software maintained	-	Company has not maintained the database of sharing UPSI of Wholly Owned subsidiary at the time of finalization of quarterly/annual results.	Noted for future course of action.	-



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	Delay of 1 day in submission of Disclosure of Related Party Transaction for the half year ended on 31st March, 2023.	31.03.2024	Pursuant to regulation 23 (9) of SEBI (LODR) Regulations, 2015 Listed Company shall submit the disclosure of related party transactions on consolidated basis on the date of publication of results.	Submission of Disclosure of related party transactions on consolidated basis for the half year ended on 31st March, 2023 with delay of 1 day	Due to technical glitch (validation error) company submitted Disclosure of Related Party Transaction for the half year ended on 31st March, 2023 with delay of one day	Company have complied the provisions of regulation 23(9) of SEBI (LODR) Regulations, with delay of one day.
2	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	31.03.2024	SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09.09.2020 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/D CR1/CIR/P/2018 /85 dated May 28, 2018	Delay in providing information to designated depository as per SEBI Circular dated 09th September, 2020 on System Driven Disclosures (SDD).	Details of Independent directors who are appointed were updated with delay on Designated depository.	Company has updated the requisite details of Independent Directors in Designated Depositories dated 26 th March, 2024

Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2023 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2024) and no action was required to be taken in current year except reported above.

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
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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 have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	
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 • 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 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
04	<p>Disqualification of Director(s):</p> <p>None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as</p>	Yes	



	confirmed by listed entity		
05	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary company</p> <p>(b) Requirement with respect to disclosure of material as well as other subsidiary</p>	<p>Yes</p> <p>Yes</p>	
06	<p>Preservation of Documents:</p> <p>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.</p>	Yes	
07	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations</p>	Yes	
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>	Please refer point no. 8(a)
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</p>	Yes	



	time limits prescribed there under.		
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>	No	Details of violation are specified in table (a) of the report
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>	NA	No actions taken during the review period
12	<p>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor form the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities</p>	NA	There has been no resignation by the Statutory Auditor of the Company during the review period.
13	<p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.</p>	NA	No additional non-compliance has been observed during the review Period.

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



Compliances related to disclosure of Employee Benefit Scheme Documents in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 read with Regulation 46(2)(za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
a.	The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021.	NA	Not Applicable (Since the listed entity does not have any employee benefit scheme.)
b.	The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.	NA	
c.	The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.	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 neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Indore

Date: 22nd May, 2025

For Ramesh Chandra Bagdi & Associates
Company secretaries



R.C. Bagdi

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

UDIN: F008276G000409369

PR No.: 1560/2021

Unique Code Number: S2021MP835800