



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

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and "MCA Circulars" as defined below]

To,
The Members of the SHREEOSWAL SEEDS AND CHEMICALS LIMITED

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("the Act") as amended from time to time read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through remote e-voting vide General Circular No.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, in respect of "clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the Rules made there under (**collectively called as "MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**) and other applicable provisions of the Act, rules, circulars and notifications issued there under (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the resolutions set out below are proposed to be passed as Ordinary Resolutions through the mechanism of postal ballot by way of voting through electronic means (**'remote e-voting'**) in accordance with the provisions of the Companies Act 2013 and rules made there under.

Further, the company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system.

The Statements pertaining to the said resolutions setting out the material facts and the reasons for proposing the same are annexed herewith for your consideration and approval.

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to the members for this Postal Ballot process and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the rules framed there under and MCA Circulars, the company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically. The members can vote on resolution through remote e-voting facility. Assent or dissent of the members on the resolutions mentioned in the Postal Ballot Notice would be taken through the remote e-voting system as per the MCA Circulars.



Members desiring to exercise their vote are requested to carefully follow the instructions stated in the notes under section "The Instruction for the members for remote e-voting" appended with this Postal Ballot Notice and cast their votes not later than 5:00 P.M. (IST) on Wednesday 26th July, 2023.

The Board of Directors of the Company, at its meeting held on Monday 19th June, 2023 has appointed Mr. L.N. Joshi, Practicing Company Secretary, Indore (Membership Number F-5201, Certificate of Practice Number 4216), as Scrutinizer for conducting the postal ballot process through Remote E-voting in a fair and transparent manner. Further, the Company has engaged Central Depository Services India Limited ('CDSL') to provide remote e-Voting facility to the Equity Shareholders of the Company.

The Scrutinizer after completion of the scrutiny will submit the report to the Chairman or any authorized person of the Company. Thereafter the result of the postal ballot would be announced by the Chairman or the Company Secretary of the Company on or before Friday, 28th July, 2023 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the company, intimated to the National Stock Exchange of India Limited at www.nseindia.com where the shares of the Company are listed and displayed along with the scrutinizer's report on the Company's website viz. www.oswalseeds.com as well as on the website of CDSL. The resolutions, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of votes i.e. Wednesday 26th July, 2023.

Items of business requiring approval of Equity Shareholders through Postal Ballot by 'remote e-voting' are given below:

SPECIAL BUSINESSES

ITEM NO. 1:- TO APPROVE SUB-DIVISION/SPLIT OF EVERY 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 5 (FIVE) EQUITY SHARES OF THE FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH:

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with provisions the Memorandum of Association and Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions, if any, required from any relevant authorities from time to time and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board'), which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf, consent of the Shareholders of the Company be and is hereby accorded for sub-division/split of existing Equity Shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, be sub-divided/split in to 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up on such date as may be fixed by the Board ("Record Date").

RESOLVED FURTHER THAT, pursuant to the sub-division/split of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of the nominal value of Rs. 10/- (Rupees Ten only) each existing on the Record Date shall stand sub-divided into the Equity Shares of the nominal value of Rs. 2/- (Rupees Two only) each, as given below:



Type of Capital	Pre- Split/Sub-Division Capital Structure			Post-Split/Sub-division Capital Structure		
	No. of Equity Shares	Face Value (In Rs.)	Total Share Capital (In Rs.)	No. of Equity Shares	Face Value (In Rs.)	Total Share Capital (In Rs.)
Authorized Share Capital (Equity Shares)	1,80,00,000	10/-	18,00,00,000	9,00,00,000	2/-	18,00,00,000
Issued, Subscribed and Paid-up Equity Shares Capital	1,52,45,000	10/-	15,24,50,000	7,62,25,000	2/-	15,24,50,000

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of face value of Rs. 2/- each be allotted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Share of Rs. 10/- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division/split of the Equity Shares as aforesaid, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants viz. National Securities Depository Limited ('NSDL') and Central Depository Services India Limited ('CDSL'), in lieu of the existing credits representing the Equity Shares before sub-division/split.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things including to fix & announce record date to make appropriate adjustments on account of sub-division/split of Equity Shares to the number, exercise price etc., and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage of sub-division/split of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to:

- a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any;
- b) settle any question or difficulty that may arise with regard to sub-division/split of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and
- c) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolutions."



ITEM NO. 2:- TO APPROVE ALTERATION OF THE AUTHORISED CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and any other applicable provisions of the Companies Act, 2013 read with rules framed there under (including any amendments there to or re-enactment thereof, for the time being in force), in accordance with provisions of Articles of Association of the Company, subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard and on recommendation of Board of Directors (“the Board”) of the Company (Including any Committee constituted/to be constituted by the Board thereof), consent of the shareholders of the Company be and is hereby accorded to amend and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause:

“V. The Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 9,00,00,000 (Nine Crore) Equity Shares of Rs. 2/-(Rupees Two Only) each.”

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors or any Committee thereof in this regard.”

ITEM NO. 3:- TO CONFIRM APPOINTMENT OF J.C. BAHETI & ASSOCIATES CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL-IN CASUAL VACANCY DUE TO RESIGNATION OF AGRAWAL PATEL & SINHAL, STATUTORY AUDITORS

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

“RESOLVED THAT pursuant to section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and are hereby accorded for confirm appointment of J.C. Baheti & Associates, Chartered Accountants, Indore (ICAI Registration Number 003390C) as Statutory Auditors of the Company with effect from 16th May, 2023 to fill casual vacancy caused by the resignation of Agrawal Patel & Sinhal, Chartered Accountants, Neemuch (ICAI Registration Number 012245C) to hold office till the conclusion of 6th Annual General Meeting to be held in calendar year 2023 on such remuneration as may be mutually decided by Managing Director and Statutory auditor of the Company.



RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to Mr. Sanjay Baigani, (DIN: 07921083) Chairman & Managing Director of the Company to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

DATE: 19th JUNE, 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. The Statements pursuant to Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposal relating to the Special Business is annexed herewith.
2. The Notice of Postal ballot is being sent electronically (by e-mail) to those members who have registered their e-mail IDs with their Depository Participants or with Company or with Company's Registrar and Share Transfer Agent (RTA) and whose names appear on the Register of Member/ List of Beneficial Owners on Monday, 19th June, 2023. A copy of this Postal Ballot Notice is also available on the website of the Company at www.oswalseeds.com and also be available on the website of CDSL at www.evotingindia.com
3. In terms of the MCA Circulars, The Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Monday, 19th June, 2023 will be considered for the purpose of e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL and those members who are facing any difficulty in casting their vote through remote e-voting may send mail to the company. The instructions for remote e-voting are annexed to this Notice. The voting period begins on Tuesday, 27th June, 2023 at 09:00 a.m. and ends on Wednesday 26th July, 2023 at 05:00 p.m. During this period, members of the Company, holding shares as on cut-off date of Monday, 19th June, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members on last date of e-voting.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on Monday, 19th June, 2023. A person who is not a member on the cutoff date i.e. Monday, 19th June, 2023, should treat this notice for information purpose only.
7. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off date are requested to register their e-mail Ids to their respective Depository Participant, it will automatically be reflected in the RTA Record or to mail the company at oswalgrouops2002@gmail.com with the name of registered member(s), folio number(s)/ DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them exercise their vote on special business as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
8. Voting right in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.
9. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section "The Instruction for the members for remote e-voting" appended with this Notice and



cast their votes not later than 5:00 P.M. (IST) on Wednesday 26th July, 2023, failing which it will be strictly considered that no vote has been received from the members.

10. The Company has appointed Mr. L. N. Joshi, Practicing Company Secretary, Indore (Membership Number F 5201, Certificate of Practice Number 4216) to act as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any authorized person after the completion of scrutiny and the result of the voting will be announced by the Chairman or by any director or the Company Secretary of the Company on or before Friday, 28th July, 2023 and will be displayed on the Company's website viz. www.oswalseeds.com and will be communicated to the National Stock Exchange of India Limited at www.nseindia.com where the shares of the Company are listed as on said date. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
11. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of valid votes i.e. Wednesday 26th July, 2023.
12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants.
13. As required by Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to dispatch of Postal Ballot notice shall be announced through an advertisement and will be published at least once in a vernacular newspaper in the principal vernacular language of the district and having wide circulation in that district and at least once in English language in an English newspaper having a wide circulation in that district in which registered office of the company is situated.
14. All the material documents referred to in the Postal Ballot Notice and explanatory statement and draft altered copy of Memorandum of Association will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to oswalgrouops2002@gmail.com
15. All the Members of the Company are holding Shares in Demat mode and none of the members are having Shares in Physical Mode.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 27th June, 2023 at 09:00 A.M. onwards and ends on Wednesday, 26th July, 2023 at 05:00 P.M. During this period shareholders' of the Company, as on the cut-off date of Monday, 19th June 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

- (iii) 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 Depository	<ol style="list-style-type: none"> 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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp



	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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.</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 abovementioned website.

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

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

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form. (As on record date there is no physical shareholder in the company)**

- 1) The shareholders should log on to the e-voting website 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. Shareholders 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
Dividend Bank Details OR 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. <ul style="list-style-type: none"> • 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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).**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

BY ORDER OF THE BOARD OF DIRECTORS

DATE: 19th JUNE, 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



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)
SETTING OUT MATERIAL FACTS:**

ITEM NO. 1:- TO APPROVE SUB-DIVISION/SPLIT OF EVERY 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 5 (FIVE) EQUITY SHARES OF THE FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH

Presently, the Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore only) consisting of 1,80,00,000 (One Crore Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and its paid-up share capital is Rs. 15,24,50,000/- (Rupees Fifteen Crore Twenty Four Lacs Fifty Thousand Only) consisting of 1,52,45,000 (One Crore Fifty Two Lacs Forty Five Thousand) equity shares of Rs. 10/- (Rupees Ten only) each. Equity Shares of the Company are listed on National Stock Exchange of India Limited.

The operations of the Company have grown significantly during the years, which have generated considerable interest in the Company's equity shares in the market. In order to provide enhanced liquidity to the Company's equity shares in the stock market, to widen shareholder base and to make it more affordable/ accessible for small investors in the Stock Market, it is proposed to sub-divide equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each to, fully paid-up 5 (five) equity shares having face value of Rs.2/- (Rupees Two only) each. Such sub-division/split shall be made pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 (“the Act”) and rules made there under. The record date for the aforesaid sub-division/split of Equity Shares shall be fixed by the Board after the approval of the members is obtained.

The Board at its meeting held on June 19, 2023, recommended the aforesaid sub-division subject to requisite approval of the members and all concerned statutory authorities. The proposed sub-division/split of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company. Also, there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division/split of equity shares.

Upon approval of the Shareholders for sub-division/split of Equity Shares, the sub-divided Equity Shares will be directly credited to the Shareholder's Demat account on the record date in lieu of their existing Equity Shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company.

The Board recommends the above Ordinary Resolution set out under item no. 1 of the Notice for approval of the Members.

ITEM NO. 2:- TO APPROVE ALTERATION OF AUTHORISED CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY:

Pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and the sub-division/split of existing equity share capital of the Company proposed in item no.1 of the notice shall also necessitate alteration in the Clause V viz. the Capital Clause of the Memorandum of Association of the Company as set out under item no. 2 of the notice.



The existing Clause V of Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of sub-division/split, the nominal value of the equity shares from Rs. 10/- (Rupees Ten only) per share shall stand to be Rs. 2/- (Rupees Two only) per share, the present Clause V of the Memorandum of Association is required to be altered to reflect the sub-division/split of the equity shares.

The draft copy of the altered Memorandum of Association of the Company will be kept open for inspection through electronic mode on all working days (except Saturday and Sunday) during the period of remote e-voting under Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company.

The Board recommends the above Ordinary Resolution set out under item no. 2 of the Notice for approval of the Members.

ITEM NO. 3:- TO CONFIRM APPOINTMENT OF J.C. BAHETI & ASSOCIATES CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL-IN CASUAL VACANCY DUE TO RESIGNATION OF AGRAWAL PATEL & SINHAL, STATUTORY AUDITORS.

Agrawal Patel & Sinhal, Chartered Accountants, Neemuch who were appointed as the Statutory Auditors of the Company at the 01st Annual General Meeting held on 21st September, 2018, have resigned from the office of statutory auditor's w.e.f. 15th May, 2023. Due to such resignation of Statutory Auditors and pursuant to compliance of Section 139(8)(i) of Companies Act, 2013 and rules there under, the Board of Directors is required to fill casual vacancy of Auditor's office within 30 days but if such casual vacancy is as a result of the resignation of an Auditor, such appointment shall also be approved by the Company at a general meeting convened within three months of the recommendation of the Board and the appointed Auditor shall hold the office till the conclusion of the next annual general meeting.

Pursuant to compliance of aforesaid Section, Board at its meeting held on 15th May, 2023 appointed J.C. Baheti & Associates, Chartered Accountant, as Statutory Auditors of the Company with effect from 16th May, 2023 to fill-in causal vacancy caused due to resignation of Agrawal Patel & Sinhal, Chartered Accountants, and to hold office till the conclusion of ensuing Annual General Meeting subject to approval of Shareholder within three months from recommendation of Board.

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. J.C. Baheti & Associates, Chartered Accountants (FRN: 003390C) have given their consent to act as the Statutory Auditors of the Company along with confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013. Further J.C. Baheti & Associates, Chartered Accountants is peer reviewed firm.



The terms and conditions of the 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 October 18, 2019.

The Board, based on the recommendation of the Audit Committee, recommends the resolution as set out in item no. 3 of this notice to be passed as an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company.

BY ORDER OF THE BOARD OF DIRECTORS

DATE: 19th JUNE, 2023
PLACE: NEEMUCH

DILIP PATIDAR
COMPANY SECRETARY
ACS-34566

SHREEOSWAL SEEDS AND CHEMICALS LIMITED
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