



OSWAL

SHREEOSWAL SEEDS AND CHEMICALS LIMITED
Manufacture of Agriculture Seeds & Psyllium Product (Importer & Exporter)

Date: 29.11.2018

To,
The Secretary
The National Stock Exchange Limited
Bandra Kurla Complex,
Mumbai

Sub: - Submission of Notice convening 1st Annual General Meeting of the Company.

Ref: SHREEOSWAL SEEDS AND CHEMICALS LIMITED (NSE Symbol: OSWALSEEDS, ISIN: INE00IK01011)

Dear Sir/Madam,

With reference to the above mentioned subject, please find enclosed Notice of 1st Annual General Meeting of the Company to be held on Friday, 21st December, 2018 at 3:00 P.M. at Tourist Motel, Kanawati, Nasirabad Road, Neemuch(M.P.)-458441

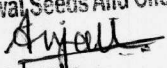
You are requested to take the same into your records.

Thanking you.

Yours Faithfully,

FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

For Shree Oswal Seeds And Chemicals Limited


Anjali Bamborla ACS Anjali Bamborla
Company Secretary & Compliance officer
ACS-53531

SHREEOSWAL SEEDS AND CHEMICALS LIMITED

CIN: L01111MP2017PLC044596

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

Tel. +91-7423-297511, Email id- info@oswalseeds.com,

Website-www.oswalseeds.com

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that First Annual General Meeting of the Members of **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** will be held on Friday, 21st December, 2018 at 3.00 P.M. at Tourist Motel, Nasirabad Road, Village Kanawati,Neemuch(M.P.)-458441 to transact the following businesses:-

ORDINARY BUSINESSES:-

1. To receive, consider, approve and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial period ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial period ended March 31, 2018, together with the report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Kiran Devi Begani (DIN: 07921018), who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors of the Company and 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 pursuant to the provisions of Sections 139, 142 and any other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Board of Directors of the Company, the appointment of M/s. Bharat Kumar Agarwal & Co., Chartered Accountants (Firm Registration No. 012245C), who were appointed as the First Auditors of the Company in the Board Meeting held on 04.12.2017 up to the conclusion of 1st Annual General Meeting, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive financial years i.e. (from the conclusion of 1st AGM up to the conclusion of 6th AGM to be held in the calendar year 2023 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors."

SPECIAL BUSINESSES:-

4. TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS

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

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of the Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

5. APPOINTMENT OF MR. GOPAL LAL AGARWAL (DIN: 08042715) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 as may be amended from time to time, Mr. Gopal Lal Agarwal (DIN: 08042715), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th January, 2018 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 8th January, 2018 to 7th January, 2023, and he shall not be liable to retire by rotation.”

6. APPOINTMENT OF MR. SUNIL KUMAR AGARWAL (DIN: 08046616) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and Qualification

of Directors) Rules, 2014 as may be amended from time to time, Mr. Sunil Kumar Agarwal (DIN: 08046616), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th January, 2018 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 8th January, 2018 to 7th January, 2023, and he shall not be liable to retire by rotation.”

7. APPOINTMENT OF MR. ANIL KUMAR NAHATA (DIN: 07921005) AS WHOLE TIME DIRECTOR OF THE COMPANY:

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 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) Mr. Anil Kumar Nahata (DIN: 07921005), Director & CEO of the Company be and is hereby appointed and re-designated as Whole Time Director & CEO of the Company for the period of three years with effect from 16th Day of June 2018 to 15th Day of June, 2021 on the following terms, conditions, salary and perquisites:

a) Salary: Rs. 1,00,000/- (Rupees One Lacs only) per month.

b) Perquisites: In addition to the above salary Mr. Anil Kumar Nahata (DIN: 07921005), Whole Time Director & 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, 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 Board of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

8. INCREASE IN REMUNERATION OF MR. ANIL KUMAR NAHATA (DIN: 07921005) WHOLE TIME DIRECTOR & CEO OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **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) Remuneration of Mr. Anil Kumar Nahata (DIN: 07921005), Whole-time Director & CEO be and is hereby increased from Rs. 1,00,000/- to Rs. 3,00,000/- per month with effect from 01st Day of November, 2018 on the following terms, conditions, salary and perquisites:

- a) Salary: Rs. 3,00,000/- (Rupees Three Lakhs only) per month.
- b) Commission: a commission based on the net profit of the company as may be determined by the Board, subject to overall ceiling laid down in section 197 & 198 of the Companies Act, 2013 and provided, however, the commission will be paid on pro-rata basis in the event of earlier cessation or termination of appointment.
- c) Perquisites: In addition to the above salary Mr. Anil Kumar Nahata(DIN: 07921005), Whole time Director & CEO shall also be entitled to the perquisite (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 furniture, chauffeur driven car and telephone at residence, medical reimbursement, personal accident 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 Board of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

9. INCREASE IN REMUNERATION OF MR. SANJAY KUMAR BAIGANI (DIN: 07921083) MANAGING DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **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) Remuneration of Mr. Sanjay Kumar Baigani (DIN: 07921083), Managing Director be and is hereby increased from Rs. 1,00,000/- to Rs. 3,00,000/- per month with effect from 01st Day of November, 2018 on the following terms, conditions, salary and perquisites:

- a) Salary: Rs. 3,00,000/- (Rupees Three Lakhs only) per month.
- b) Commission: a commission based on the net profit of the company as may be determined by the Board, subject to overall ceiling laid down in section 197 & 198 of the Companies Act, 2013 and provided, however, the commission will be paid on pro-rata basis in the event of earlier cessation or termination of appointment.
- c) Perquisites: In addition to the above salary Mr. Sanjay Kumar Baigani(DIN: 07921083), Managing Director shall also be entitled to the perquisite (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 furniture, chauffeur driven car and telephone at residence, medical reimbursement, personal accident 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 Board of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

By order of the Board of Directors
FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

Date: 14th November, 2018
Place: Neemuch

Anjali Bamhoria
Company Secretary
ACS-53531

SHREEOSWAL SEEDS AND CHEMICALS LIMITED
CIN: L01111MP2017PLC044596
Registered Office: "Oswal House",
Opposite Balkavibairagi College, Nasirabad Highway,
Village Kanwati, Neemuch MP 458441 IN
WEB: www.oswalseeds.com
EMAIL: info@oswalseeds.com
Phone: +91-7423-297511

NOTES:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 day's written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the meeting.
- 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 Saturday, 15th Day of December, 2018 to Friday, 21st Day of December, 2018 (both days inclusive) for the purpose of 1st Annual General Meeting.
- Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 will be available for inspection by the members at the AGM.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard of General Meeting in respect of the Directors seeking appointment/re-appointment at the ensuing AGM are provided in Annexure I of this Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the

Annual Report for 2018 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. Members who have not yet register their e-mail id are requested to register the same with the Depository participant. Members are also requested to intimate to the Company the changes, if any in their e-mail address.

- All the Documents referred to in the accompanying notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, up to the date of the ensuing Annual General Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- 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.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified True Copy of Board Resolution alongwith the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- Route map for the venue of Annual General Meeting along with prominent landmark is enclosed with this Notice.
- A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- Electronic copy of the Annual report for the financial period ended 2018 is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial period ended 2018 will also be available on the Company's website i.e. www.oswalseeds.com.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai(M.H.)-400059

- The Company has designated an exclusive email ID: info@oswalseeds.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- 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 Friday, 14th December, 2018, being the cut-off date.
- Since the Company is listed on SME platform of NSE, therefore, pursuant to Rule 20(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, company is not required to provide the facility of voting through Electronic Means.

By order of the Board of Directors
FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

Date: 14th November, 2018
Place: Neemuch

Anjali Bamhoria
Company Secretary
ACS-53531

SHREEOSWAL SEEDS AND CHEMICALS LIMITED
CIN: L01111MP2017PLC044596
Registered Office: "Oswal House",
Opposite Balkavibairagi College, Nasirabad Highway,
Village Kanwati, Neemuch MP 458441 IN
WEB: www.oswalseeds.com
EMAIL: info@oswalseeds.com
Phone: +91-7423-297511

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4:-

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

ITEM No. 5 & 6:-

In Board Meeting held on 8th January, 2018 Mr. Gopal Lal Agarwal and Mr. Sunil Kumar Agarwal were appointed as an Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). They hold office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member proposing the candidature of Mr. Gopal Lal Agarwal and Mr. Sunil Kumar Agarwal for the office of Independent Director's to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 7th January, 2023.

In the opinion of the Board, Mr. Gopal Lal Agarwal and Mr. Sunil Kumar Agarwal fulfil the conditions specified in the Act and rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and they are independent of the management.

The brief profile of the directors who are proposed to be appointed as Independent Director's is annexed herewith separately with this notice.

Keeping in view of the experience and expertise of Mr. Gopal Lal Agarwal and Mr. Sunil Kumar Agarwal the Board of Directors considers it desirable that the Company should avail their services as the Company would be benefited from their rich and varied experience and accordingly recommends the resolution as set out in Item no. 5 and 6 for approval of members.

Mr. Gopal Lal Agarwal and Mr. Sunil Kumar Agarwal being appointees are considered as interested in the resolution, except them none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the Resolution.

ITEM No. 7 & 8:-

Mr. Anil Kumar Nahata is one of the promoter and founders of the Company. He carries a vision of growth of the Company and has 9 years of experience in carrying out the business. Looking to his total devotion it is proposed to re-designate him as Whole time Director cum CEO and increase Remuneration as mentioned respectively in resolution no 7 & 8. For the same Nomination & Remuneration 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.

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, maize and soyabean.
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.
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 got its Certificate of Incorporation on 1 st 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	Not applicable as company was incorporated on 1 st December, 2017. (first financial year of the Company)
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 43 years is the Promoter and founder of the Company. He has work experience of 9 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. 1,00,000/- 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	Rs. 3,00,000/- per month (Rupees Three Lacs)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Though the exact latest data of the comparative profile with remuneration of the CEO/MD/Key Personnel of Financial Services Companies is not available, however generally the CEOs/MDs/Key Managerial Personnel of Companies engaged in business of production of agriculture seeds of comparable status are generally receiving remuneration above Rs. 180 lacs per annum.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Anil Kumar Nahata is a Promoter Director. Mrs. Padma Nahata (Director) is wife. Except this he does not have any other pecuniary relationship with any of the director of the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	There is no loss however, there may be 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 period.
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	<p>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 units sold, thereby increasing profit margins.</p> <p>As a part of our business strategy, our Company plans to diversify its product portfolio by entering into new product such as pulses, corn, black gram TAU-1, and herbal seeds like Isbgol-5001</p>
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The disclosures as required under Part II of Schedule V of the Companies Act, 2013 is mentioned hereunder:-

- The company has not provided any bonuses/stock options/pension etc. to its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- N.A.

Except Mr. Anil Kumar Nahata and Mrs. Padma Nahata none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 7 & 8 of the Notice.

ITEM No. 9:-

Mr. Sanjay Kumar Baigani is one of the promoter and founders of the Company. He carries a vision of growth of the Company and has more than 10 years of experience in carrying out the business. Looking to his total devotion it is proposed to increase Remuneration as mentioned in resolution no 9. For the same Nomination & Remuneration 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.

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, maize and soyabean.
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
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 got its Certificate of Incorporation on 1 st 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	Not applicable as company was incorporated on 1 st December, 2017. (First financial year of the Company)
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 Kumar Baigani aged 46 years is the Promoter and founder of the Company. He has work experience of more than 10 years and is responsible in handling day to day working and dealing in seeds, fertilizers, grains etc. including its marketing.
2	Past remuneration	Rs. 1,00,000/- per month.
3	Recognition or awards	None
4	Job profile and his suitability	Mr. Sanjay Kumar Baigani is a Managing Director as well as promoter Director 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	Rs. 3,00,000/- per month (Rupees Three Lacs)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Though the exact latest data of the comparative profile with remuneration of the CEO/MD/Key Personnel of Financial Services Companies is not available, however generally the CEOs/MDs/Key Managerial personnel of Companies engaged in business of production of agriculture seeds of comparable status are generally receiving remuneration above Rs. 180 lacs per annum.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial	Mr. Sanjay Kumar Baigani is a Promoter Director. Mrs. Kiran Devi Baigani (Director) is wife. Except this he does not

	personnel, if any.	have any other pecuniary relationship with any of the director of the Company
III. Other information:		
1	Reasons of loss or inadequate profits	There is no loss however, there may be 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 period.
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	<p>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 units sold, thereby increasing profit margins.</p> <p>As a part of our business strategy, our Company plans to diversify its product portfolio by entering into new product such as pulses, corn, black gram TAU-1, and herbal seeds like Isbgol-5001</p>

The disclosures as required under Part II of Schedule V of the Companies Act,2013 is mentioned hereunder:-

- The company has not provided any bonuses/stock options/pension etc. to its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- N.A.

Except, Mr. Sanjay Kumar Baigani and Mrs. Kiran Devi Baigani none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 9 of the Notice.

By order of the Board of Directors
FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

Date: 14th November, 2018
Place: Neemuch

Anjali Bamoria
Company Secretary
ACS-53531

SHREEOSWAL SEEDS AND CHEMICALS LIMITED
CIN: L01111MP2017PLC044596
Registered Office: "Oswal House",
Opposite Balkavibairagi College, Nasirabad Highway,
Village Kanwati, Neemuch MP 458441 IN
WEB: www.oswalseeds.com
EMAIL: info@oswalseeds.com
Phone: +91-7423-297511

Annexure I

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

Name of Directors	Mrs. Kiran Devi Begani	Mr. Gopal Lal Agarwal	Mr. Sunil Kumar Agarwal	Mr. Anil Kumar Nahata
DIN	07921018	08042715	08046616	07921005
Date of Birth	08/07/1976	28/07/1961	15/01/1960	02/09/1975
Date of Appointment	01/12/2017	08/01/2018	08/01/2018	01/12/2017
Expertise / Experience in specific functional areas	1 Year in HR Manangement	36 years in field of Banking	10 Year of experience in Medical Whole Sale and Retails	9 Years of Experience for dealing in seeds, fertilizers, grains, etc
Qualification	Higher Secondary	B.Com, CAIIB	Higher Secondary	BA ,PHD in Agricultural
No. & % of Equity Shares held in the Company	10 Shares (0.001%)	4000 Shares (0.026%)	Nil	5334470 Shares (34.99%)
List of outside Company's directorship held	Shreeoswal Psyllium Exports India Limited	Nil	Nil	Shreeoswal Psyllium Exports India Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Chairperson of Audit Committee and Nomination & Remuneration Committee. Member of Stakeholders Relationship Committee	Member of Audit Committee and Nomination & Remuneration Committee, Stakeholders Relationship Committee	Nil
Salary or Sitting fees paid	Rs. 50,000/- (sitting fee)	Rs. 3,333/- (sitting fee)	Rs. 3,334/- (sitting fee)	1,00,000/- per month (salary)
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is director	Nil	Nil	Nil	Nil
Relationship between directors inter-se	Mrs Kiran Devi Begani (Director) is wife of Mr. Sanjay Kumar Baigani(M.D.)	Nil	Nil	Mrs. Padma Nahta(Director) is Wife of Mr. Anil Kumar Nahata(Director)