



OSWAL

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

Date: 21st August, 2019

To,
The Secretary
Corporate Relationship Department,
THE NATIONAL STOCK EXCHANGE LIMITED
Bandra Kurla Complex,
Mumbai

Sub:- Submission of Notice convening 2nd Annual General Meeting of the Company.

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

With reference to subject captioned above, we are enclosing herewith notice convening 2nd Annual General Meeting of the Company scheduled to be held on Saturday, 14th September, 2019 at the Registered Office of the Company situated at "Oswal House", Opposite Balkavibairagi College, Nasirabad Highway, Village Kanwati, Neemuch(M.P.)-458441 IN.

Thanking you,

Yours Faithfully,

FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED


Dilip Patidar

Company Secretary & Compliance officer
ACS-34566

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, oswalgrouops2002@gmail.com

Website-www.oswalseeds.com

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE is hereby given that Second Annual General Meeting of the Members of **SHREEOSWAL SEEDS AND CHEMICALS LIMITED** will be held on Saturday, 14th September, 2019 at 3.00 P.M. at Registered Office of the Company situated at "Oswal House", Opposite Balkavibairagi College, Nasirabad Highway, Village Kanwati, Neemuch MP 458441 IN 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 year ended March 31, 2019 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 year ended March 31, 2019, together with the report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Padma Nahta (DIN: 07921042), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESSES:-

3. 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. 3,00,000/- to Rs. 6,00,000/- per month with effect from 01st Day of June, 2019 on the following terms, conditions, salary and perquisites:

- a) Salary: Rs. 6,00,000/- (Rupees Six 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.”

4. 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. 3,00,000/- to Rs. 6,00,000/- per month with effect from 01st Day of June, 2019 on the following terms, conditions, salary and perquisites:

- a) Salary: Rs. 6,00,000/- (Rupees Six 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.”

BY ORDER OF THE BOARD OF DIRECTORS
FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

DATE: 7th AUGUST, 2019
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/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 demat account number/DP ID-Client ID to enable us to give a 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 Monday, 09th Day of September, 2019 to Saturday 14th Day of September, 2019 (both days inclusive) for the purpose of 2nd 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 Director seeking re-appointment at the ensuing AGM is 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 2019 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 2019 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 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.
- The Notice of AGM along with complete Annual report shall be dispatched to the shareholders who are registered as member as on Friday, 9th August, 2019. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2018-19 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 Saturday, 7th September, 2019, being the cut-off date.
- The businesses as set out in the Notice may be transacted through Electronic Voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of “remote e-voting” (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

- (i) The e-voting period begins on Wednesday, 11th September, 2019 from 9.00 A.M. and ends on Friday, 13th September, 2019 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 07th September, 2019 may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details	<p>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.</p>
OR Date of Birth (DOB)	<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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant < SHREEOSWAL SEEDS AND CHEMICALS LIMITED > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Shri L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- (xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- (xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 14th September, 2019 subject to receipt of the requisite number of votes in favour of the Resolutions.

BY ORDER OF THE BOARD OF DIRECTORS
FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

DATE: 7th AUGUST, 2019
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 IN
WEB: www.oswalseeds.com
EMAIL: oswalgroups2002@gmail.com/info@oswalseeds.com
Phone: +91-7423-297511

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 3:-

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 11 years of experience in carrying out the business. Looking to his total devotion it is proposed to increase Remuneration as mentioned in resolution No 3. 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.		
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 received 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	Figures in Lacs		
	Financial Year	Revenue from operations	Profit/(Loss) before Tax	Profit/(Loss) after Tax
	2017-18	1294.25	113.85	92.37
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 47 years is the Promoter and founder of the Company. He has work experience of more than 11 years and is responsible in handling day to day working and dealing in seeds, fertilizers, grains etc. including its marketing.		
2	Past remuneration	Rs. 3,00,000/- 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. 6,00,000/- per month (Rupees Six 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. Sanjay Kumar Baigani is a Promoter Director. Mrs. Kiran Devi Baigani (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 are 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 year.
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	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 products sold, thereby increasing profit margins. 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

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. 3 of the Notice.

ITEM No. 4:-

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 10 years of experience in carrying out the business. Looking to his total devotion it is proposed to increase Remuneration as mentioned resolution no 4. 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.	
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 received 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		Figures in Lacs	
	Financial Year	Revenue from operations	Profit/(Loss) before Tax	Profit/(Loss) after Tax
	2017-18	1294.25	113.85	92.37
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 44 years is the Promoter and founder of the Company. He has work experience of 10 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. 3,00,000/- 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. 6,00,000/- per month (Rupees Six 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 are 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 year.
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	The Company continues to focus on

	and profits in measurable terms	<p>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 products 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 bonus/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. 4 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS
FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

DATE: 7th AUGUST, 2019
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/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 Director	Mrs. Padma Nahta (Non Executive Director)
DIN	07921042
Date of Birth	05/07/1976
Date of Appointment	01/12/2017
Expertise / Experience in specific functional areas	Mrs. Padma Nahta has expertise in maintaining Industrial Relations. She motivates, initiate and well controls all the workers and employees too. She is also expertise in managing day to day working and maintains discipline for timely payment of legal duties, fees, service charges, salary, remuneration and also controls over timely submission of returns, statements and data to various agencies.
Qualification	Higher Secondary
No. & % of Equity Shares held in the Company	10 Shares (0.001%)
List of outside Company's directorship held	Shreeoswal Psyllium Exports India Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Chairperson of Stakeholders Relationship Committee. Member of Audit Committee and Nomination & Remuneration Committee.
Salary or Sitting fees paid	Rs. 25,000/- (Sitting fee)
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil
Relationship between directors inter-se	Mrs. Padma Nahta (Director) is wife of Mr. Anil Kumar Nahata (Whole Time Director and CEO)