SHREEOSWAL SEEDS AND CHEMICALS LIMITED

CIN: L01111MP2017PLC044596
Registered Office: "Oswal House", Opposite Balkavibairagi College, Nasirabad Highway, Village Kanwati, Neemuch MP 458441
Tel. No. 07423-297511, Email id - oswalgroups2002@gmail.com
Website - www.oswalseeds.com

Date: 23rd November, 2026

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

SUBJECT: NOTICE OF POSTAL BALLOT

Reference: SHREEOSWAL SEEDS AND CHEMICALS LIMITED (NSE Symbol: OSWALSEEDS; ISIN: INE00IK01029)

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith a copy of the Postal Ballot Notice dated November, 14th, 2026, together with the Explanatory Statement thereto, seeking consent of the Members of Company, on the following item of special businesses:-

S.NO.	PARTICULARS	TYPE OF RESOLUTION
01	TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED BY THE COMPANY AND ITS WHOLLY OWNED SUBSIDAIRY COMPANY	ORDINARY RESOLUTION
02	TO PROVIDING GUARANTEE (INCLUDING CORPORATE GUARANTEE) OR SECURITY IN CONNECTION WITH LOANS/CREDIT FACILITIES AVAILED BY OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013	SPECIAL RESOLUTION

In compliance with the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent of the Company or depository(ies)/ depository participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the Depositories as on Friday, November, 20th, 2026.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Wednesday, 25th November, 2026

End of remote e-voting: Till 5.00 p.m. (IST) on Thursday, 24th December, 2026

The Company has engaged the services of Central Depository Services India Limited ('CDSL') as the agency to provide remote e-voting facility.

The Notice is hosted on the website of the Company at www.oswalseeds.com and also be available on the website of CDSL at www.evotingindia.com.

Further, we are submitting the above said information in XBRL mode along with the submission in PDF mode with in prescribed time limit.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

FOR SHREEOSWAL SEEDS AND CHEMICALS LIMITED

Dilip Patidar

Digitally signed by Dilip Patidar
Date: 2026.11.23 18:11:37 +05'30'

DILIP PATIDAR
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS-34566

Enclosed: As Above

SHREEOSWAL SEEDS AND CHEMICALS LIMITED

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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of Companies Act, 2013, read with Rule 20 and 22 of 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 SHREEOSWAL SEEDS AND CHEMICALS LIMITED

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions if any 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (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 ("MCA") 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 and subsequent circulars issued in this regard and followed by latest General Circular No. 03/2025 dated September 22, 2025 **(collectively called as "MCA Circulars")** and other applicable provisions of the Act, rules, circulars and notifications issued there under, that the resolutions set out below are proposed to be passed as Special Businesses by using the mechanism of postal ballot process through voting by 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 Statement 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 Sections 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 resolutions through remote e-voting facility. Assent or dissent of the members on the resolution mentioned in the Postal Ballot Notice would be taken through the remote e-voting system as per the MCA Circulars.

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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 **Thursday 24th December, 2026.**

The Board of Directors of the Company, at its meeting held on Saturday, 14th November, 2026 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 by using 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 will be announced by the Chairman or the Company Secretary of the Company on or before Saturday, 26th December, 2026 at the registered office of the Company. The aforesaid result along with scrutinizers report would be displayed at the registered office of the Company, intimated to the Stock Exchange wherever the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website 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., **Thursday 24th December, 2026.**

The following Special Businesses are proposed to be passed by members of the Company through Postal Ballot via 'remote e-voting' is given below:

SPECIAL BUSINESSES

ITEM NO. 1: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED BY THE COMPANY AND ITS WHOLLY OWNED SUBSIDAIRY COMPANY

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Company's Policy on "Materiality of Related Party Transactions and on dealing with Related Party Transactions" and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted or authorised by the Board from time to time) to enter into and/ or undertake an additional Related Party Transaction with **OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED ("OEFIPL")**, a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, by way of providing an additional Corporate Guarantee and/or security in favour of Canara Bank in respect of the credit facilities availed/to be availed by OEFIPL, for an aggregate additional amount not exceeding Rs 32,00,00,000 Crores (Rupees Thirty-Two Crore only) , on such terms and conditions as may be mutually agreed upon and as more particularly described in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Members hereby take note that the Company along with its wholly owned subsidiary had previously provided a Corporate Guarantee of Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) in favour of Canara Bank for the benefit of OEFIPL pursuant to the approval of the Members accorded through Postal Ballot, the results of which

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were declared on August 3, 2024, and that the said Corporate Guarantee along with collateral security continues to remain valid and outstanding in accordance with its terms and conditions.

RESOLVED FURTHER THAT upon execution of the aforesaid additional Corporate Guarantee of up to Rs. 32,00,00,000 (Rupees Thirty-Two Crore only), the aggregate Corporate Guarantee exposure of the Company along with its wholly onwed subsidiary in favour of Canara Bank in respect of the credit facilities availed/to be availed by OEFIPL shall stand increased from the existing Rs.110,00,00,000 (Rupees One Hundred and Ten Crore only) to an amount not exceeding Rs.142,00,00,000 (Rupees One Hundred and Forty-Two Crore only), subject to the terms and conditions of the respective guarantee documents.

RESOLVED FURTHER THAT the approval accorded under this resolution shall be limited to the additional Corporate Guarantee and/or security of Rs. 32,00,00,000 (Rupees Thirty-Two Crore only) and shall be in addition to, and shall not supersede, amend, revoke, prejudice or otherwise affect the validity, enforceability or subsistence of the existing Corporate Guarantee of Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) issued pursuant to the earlier approval of the Members dated August 3, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including finalising the terms and conditions of the additional Corporate Guarantee and/or security, negotiating and executing necessary documents, agreements, deeds and other writings, and resolving any questions, difficulties or doubts that may arise in this regard, provided that the same shall remain within the nature, scope and financial limits of the approval granted by the Members and in compliance with applicable laws, without requiring any further consent or approval of the Members, wherever permissible under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board, Director(s), Chief Financial Officer, Company Secretary or any other officer or authorised representative of the Company to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution, subject to applicable laws.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to sign, execute and submit all such applications, forms, documents, returns and other papers, including requisite filings with the Ministry of Corporate Affairs, Stock Exchanges and other regulatory authorities, as may be necessary or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT all acts, deeds, matters and things, if any, already done or undertaken by the Board or any person duly authorised by the Board in connection with the matters contemplated under this resolution and in furtherance of the approvals granted herein, be and are hereby ratified, approved and confirmed in all respects.

ITEM NO. 2: TO PROVIDING GUARANTEE (INCLUDING CORPORATE GUARANTEE) OR SECURITY IN CONNECTION WITH LOANS/CREDIT FACILITIES AVAILED BY OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185(2) , 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the applicable provisions of Section 186 of the Act, the rules made

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thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and other applicable laws, regulations and guidelines, and subject to such approvals, consents, sanctions and permissions as may be necessary, and in continuation of the approval accorded by the Members of the Company through Postal Ballot, the results of which were declared on 3rd August, 2024, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any Director or Officer of the Company duly authorised by the Board) to advance any loan, including any loan represented by a book debt, or give any guarantee, including corporate guarantee, or provide any security in connection with any loan or credit facilities availed or to be availed by **OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED ("OEFIPL")**, being a person in whom the Directors of the Company are interested within the meaning of Section 185(2) of the Act, up to an aggregate exposure of Rs. 142,00,00,000 (Rupees One Hundred and Forty-Two Crores only) outstanding at any point of time, comprising the existing corporate guarantee of Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores only), already approved by the Members of the Company, and the proposed additional guarantee and/or security of up to Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only), in one or more tranches, from time to time, on such terms and conditions as may be mutually agreed upon between the Company and OEFIPL, as more particularly described in the explanatory statement annexed to the Notice, provided that the loans so advanced, including loans represented by book debts, shall be utilised by OEFIPL exclusively for its principal business activities, in accordance with the provisions of Section 185(2) of the Act.

RESOLVED FURTHER THAT the Members hereby accord their approval for the Company to provide an additional corporate guarantee and/or security of an amount not exceeding Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only) in favour of Canara Bank, in connection with the loans and other credit facilities availed/to be availed by OEFIPL ,subject to the condition that the total aggregate exposure of the Company, including the existing corporate guarantee of Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores only), shall not exceed Rs. 142,00,00,000/- (Rupees One Hundred and Forty-Two Crores only) at any point of time.

RESOLVED FURTHER THAT the approval accorded by the Members through Postal Ballot, the results of which were declared on 3rd August, 2024, shall continue to remain valid in respect of the existing corporate guarantee and obligations already undertaken pursuant thereto, and the present approval shall be in addition to and in continuation thereof, subject to the overall aggregate exposure limit of Rs. 142,00,00,000/- (Rupees One Hundred and Forty-Two Crores only) as approved herein.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, determine, vary and modify the terms and conditions of such loans, guarantees and securities, including the amount, tenure, commission, if any, security arrangements, repayment schedule and other commercial terms, and to execute and deliver all necessary agreements, deeds, documents, instruments and writings in connection therewith, provided that the aggregate exposure shall not exceed Rs. 142,00,00,000/- (Rupees One Hundred and Forty-Two Crores only) outstanding at any point of time and all such actions shall be in compliance with the provisions of the Act, SEBI Listing Regulations and other applicable laws, without requiring any further consent or approval of the Members, wherever permissible under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board, Director(s), Chief Financial Officer, Company Secretary or any other officer or authorised representative of the Company, to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, subject to applicable laws.

RESOLVED FURTHER THAT all acts, deeds, matters and things, if any, already undertaken by the Board of Directors or any person duly authorised by the Board in connection with the aforesaid transaction, including negotiations, execution of documents and other incidental actions, be and



are hereby noted, approved and ratified to the extent legally permissible and insofar as the same are consistent with the provisions of the Companies Act, 2013 and the approvals contemplated under this resolution.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to sign, execute and submit all such applications, forms, returns, declarations, agreements and other documents, including requisite filings with the Ministry of Corporate Affairs, Stock Exchanges and other statutory or regulatory authorities, as may be necessary or expedient for giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

Date: 14th November, 2026
Place: Neemuch

DILIP PATIDAR
COMPANY SECRETARY
ACS-34566

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NOTES:

1. The Statement pursuant to Section 102 and 110 of Companies Act, 2013, setting out material facts and the reasons for the proposal relating to the Special Businesses 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 id 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 Friday 20th Day, November, 2026. A copy of this Postal Ballot Notice is also available on the website of the Company at www.oswalseeds.com and the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.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 on Friday, 20th Day of November, 2026, 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 read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular"), 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 Wednesday, 25th November, 2026 at 09:00 A.M. and ends on Thursday, 24th December, 2026 at 05:00 P.M. During this period, members of the Company, holding shares as on cut-off date of Friday, 20th November, 2026, 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 by using Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Thursday, 24th December, 2026.

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 Friday, 20th November, 2026. A person who is not a member on the cut-off date i.e. Friday, 20th November, 2026, should treat this Notice for information purpose only.

7. The Members whose email ids are not registered with the Company or Depository Participant(s) 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 oswalgroups2002@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 businesses as set out in the

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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. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

10. 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 Thursday, 24th December, 2026, failing which it will be strictly considered that no vote has been received from the members.

11. 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 mechanism 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 the Company Secretary of the Company on or before Saturday, 26th December, 2026 and will be displayed on the Company's website viz. www.oswalseeds.com and website of Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on website of Central Depository Services (India) Limited i.e. www.evotingindia.com. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.

12. 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., Thursday, 24th December, 2026.

13. 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.

14. As required by Rule 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.

15. All the relevant documents and material documents referred to in the Postal Ballot Notice and explanatory statement will be available for inspection electronically until 5:00 P.M. (IST) of the last date of remote e-voting of this Postal Ballot i.e., Thursday, 24th December, 2026. Members who wish to inspect the documents are requested to send an email to Company at oswalgroups2002@gmail.com mentioning their name, folio no. /client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

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



Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday, 25th November, 2026 at 09:00 A.M. and ends on Thursday, 24th December, 2026 at 05:00 P.M. During this period shareholders of the Company, as on the cut-off date Friday, 20th November, 2026 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 **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**	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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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'

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	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 My easi 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 an 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 e-voting 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**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 4) For OTP based login, user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. User will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein user can see E-voting page. Click on company name or E-voting service provider name and user will be re-directed to ESP website for casting vote during the remote E-voting period or joining virtual meeting & voting during the meeting.



Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 21 099 11
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.: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. As on date there are no physical shareholders in the company as all the shares in electronic mode. However, process for login in case of physical shareholders as are under:

(iv) **Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

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

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	(Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

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- 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 and 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 number 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 attoll free no. 1800 21 099 11.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (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 number 1800 21 099 11.

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

Date: 14th November, 2026
Place: Neemuch

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DILIP PATIDAR
COMPANY SECRETARY
ACS-34566

IN TERMS OF THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT"), SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS"), THE FOLLOWING STATEMENT SETS OUT THE MATERIAL FACTS RELATING TO AGENDA ITEM AS SET OUT IN THIS POSTAL BALLOT NOTICE:

ITEM NO. 1: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED BY THE COMPANY AND ITS WHOLLY OWNED SUBSIDAIRY COMPANY

As per Regulation 23 of the Listing Regulations read with Company's Policy on Materiality of and dealing with Related Party Transactions ('the RPT Policy'), Material Related Party Transaction, means a transaction with a Related Party, where the transaction(s) to be entered into individually or taken together with previous transactions with such Related Party during a financial year, exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, i.e. 10% of the annual consolidated turnover of the Company as per its last audited financial statements, where the annual consolidated turnover of the Company is up to Rs. 20,000 Crore. Such material related party transactions require prior approval of the shareholders by way of an Ordinary Resolution, irrespective of whether the transactions are entered into in the ordinary course of business and/or on an arm's length basis.

Accordingly, the approval of the Members of the Company is being sought for the proposed additional Corporate Guarantee of Rs. 32.00 crore in favour of Canara Bank in connection with the credit facilities availed/to be availed by Oswal Ethanol and Feed Industry Private Limited ("OEFIPL"), a Related Party of the Company, as detailed hereinbelow.

BACKGROUND, DETAILS AND BENEFITS OF THE PROPOSED TRANSACTION

Oswal Ethanol and Feed Industry Private Limited ("OEFIPL" or the "Borrowing Company"), a Related Party of the Company, is setting up a 100 KLPD grain-based distillery unit using maize/broken rice as feedstock for the manufacture of ethanol, together with a 4 MW steam turbine-based captive power plant, at Village Baman Bardi, Tehsil and District Neemuch, Madhya Pradesh. The total estimated project cost is approximately Rs. 182 crore.

For financing the aforesaid project, OEFIPL approached Canara Bank for sanction of the requisite credit facilities. As a condition for sanctioning the credit facilities, Canara Bank required the promoters/group companies to provide corporate guarantee and collateral security to secure the financial assistance extended to OEFIPL.

In this connection, it is pertinent to mention that the Company along with its wholly owned subsidiary company had previously provided a Corporate Guarantee of Rs.110.00 crore (Rupees One Hundred and Ten Crore only) in favour of Canara Bank for the benefit of OEFIPL pursuant to the approval of the Members of the Company obtained through Postal Ballot, the results of which were declared on August 3, 2024. The said Corporate Guarantee continues along with collateral security to remain valid and outstanding in accordance with its terms and conditions.

Subsequently, in order to meet the additional financing requirements of the aforesaid project and its operational requirements, OEFIPL has requested the Company to provide an additional Corporate Guarantee of Rs. 32.00 crore (Rupees Thirty-Two Crore only) in favour of Canara Bank.

In addition to the term loan facilities, OEFIPL has also been sanctioned/proposed fresh fund-based working capital facilities in the form of OCC/ODBD aggregating to Rs. 30.00 crore and a Performance Bank Guarantee facility of Rs. 2.00 crore for meeting the working capital and operational

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requirements of the newly established 100 KLPD grain-based ethanol manufacturing plant and 4 MW captive power plant under a sole banking arrangement.

Accordingly, the Company proposes to provide an additional Corporate Guarantee and/or security of an amount not exceeding Rs. 32.00 crore in favour of Canara Bank in connection with the aforesaid credit facilities availed/to be availed by OEFIPL.

Upon issuance of the proposed additional Corporate Guarantee of Rs. 32.00 crore, the aggregate Corporate Guarantee exposure of the Company in favour of Canara Bank for the benefit of OEFIPL shall increase from the existing Rs.110.00 crore to Rs. 142.00 crore (Rupees One Hundred and Forty-Two Crore only).

The proposed additional Corporate Guarantee is intended to facilitate OEFIPL in securing the requisite financial assistance for establishing and operating its grain-based ethanol manufacturing facility and captive power plant. The project is expected to contribute to the Group's business interests in the biofuel and agro-processing sectors and create opportunities for business growth and development.

The proposed additional transaction of Rs. 32.00 crore, when considered against the annual consolidated turnover of the Company as per its last audited financial statements for the financial year ended March 31, 2026, exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, the proposed additional Corporate Guarantee constitutes a Material Related Party Transaction and requires approval of the Members of the Company by way of an Ordinary Resolution.

It is clarified that the approval now being sought is only for the proposed additional Corporate Guarantee of Rs. 32.00 crore and is in addition to the earlier shareholder approval obtained on August 3, 2024, in respect of the existing Corporate Guarantee of Rs. 110.00 crore. The earlier approval and the Corporate Guarantee issued pursuant thereto shall continue to remain valid and unaffected by the present resolution.

A statement containing all the necessary disclosures, including the information required to be placed before the Audit Committee in accordance with the SEBI Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities, last updated on January 30, 2026 ("Master Circular"), read with the Industry Standards on *"Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"* issued vide SEBI Circular dated June 26, 2025 ("RPT Industry Standards"), was placed before the Audit Committee. Further, a certificate from the Managing Director and Chief Financial Officer (CFO), inter alia, confirming that the terms of the proposed Related Party Transactions are in the interest of the Company, was also placed before the Audit Committee.

After considering the aforesaid statement, certificate, commercial rationale and other relevant information placed before it, the Audit Committee, at its meeting held on November 14, 2026, approved the proposal for providing an additional Corporate Guarantee of an amount not exceeding Rs. 32.00 crore in favour of Canara Bank in respect of the credit facilities availed/to be availed by OEFIPL, subject to the approval of the Members of the Company and recommended the same to the Board of Directors.

The Board of Directors, at its meeting held on November 14, 2026, after considering the recommendation of the Audit Committee and the relevant information placed before it, approved the proposal and recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

The relevant information placed before the Audit Committee and the Board of Directors, to the extent applicable, is set out below:



SN.	Particulars	Relevant disclosures
A1	**Basic Details of the Related Party**	
1	Name of the related party	Oswal Ethanol and Feed Industry Private Limited (Borrowing Company) is related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations read with section 2(76) of the Companies Act, 2013.
2	Country of incorporation of the related party	India
3	Nature of business of the related party	OEFIPL is engaged in the business of biofuel manufacturing, agro-processing and animal feed production.
A2	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party-including nature of its concern (financial or otherwise).	Mr. Sanjay Kumar Begani, Chairman and Managing Director of the Company, Mr. Anil Kumar Nahata, Chief Executive Officer and Whole-time Director of the Company and Mrs. Kiran Begani Director of the company, along with their respective relatives, are shareholders/members of OEFIPL. OEFIPL is considered a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI Listing Regulations.
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable. The Company does not hold any direct or indirect shareholding in OEFIPL.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable since related party is not a proprietorship, partnership or a body corporate without share capital.
c	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable. OEFIPL does not hold any direct or indirect shareholding in the Company.
A3	**Details of previous transactions with the related party**	
1	Total amount of all the transactions undertaken by the Company or its subsidiaries with Related Party during the last financial year i.e. financial year ended 31st March, 2026	During the financial year ended March 31, 2026, the Company and its subsidiary did not enter into any fresh transaction with OEFIPL. However, the Corporate Guarantee of Rs. 110.00 crore, previously issued by the Company pursuant to the approval of the Members accorded through Postal Ballot, the results of which were declared on August 3, 2024,

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		continued to remain outstanding and valid in accordance with its terms and conditions.
2	Total amount of all the transactions undertaken by the Company or its subsidiaries with Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	No fresh Corporate Guarantee or other transaction has been undertaken by the Company or its subsidiary with OEFIPL during the current financial year 2026-27 up to the quarter immediately preceding the quarter in which the present approval is being sought. The existing Corporate Guarantee of Rs. 110.00 crore continues to remain outstanding.
3	Any default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	No default has been reported by OEFIPL in respect of any obligation undertaken by it under the existing Corporate Guarantee or any other transaction or arrangement with the Company during the preceding financial year.
A4.	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The Company proposes to provide an additional Corporate Guarantee and/or security in favour of Canara Bank in respect of the credit facilities availed/to be availed by OEFIPL for an aggregate additional amount not exceeding Rs. 32.00 crore (Rupees Thirty-Two Crore only). The Company had previously issued a Corporate Guarantee of Rs. 110.00 crore in favour of Canara Bank for the benefit of OEFIPL pursuant to the approval of the Members obtained on August 3, 2024. Upon issuance of the proposed additional Corporate Guarantee of Rs. 32.00 crore, the aggregate Corporate Guarantee exposure of the Company in respect of OEFIPL shall stand at Rs.142.00 crore. The existing Corporate Guarantee of Rs. 110.00 crore shall continue to remain valid and unaffected by the present approval
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes. The proposed additional Corporate Guarantee of Rs. 32.00 crore exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.
3	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year ending 31st March, 2026	12.89 % (computed based on audited consolidated turnover for FY ended 31.03.2026).
4	Value of the proposed transactions as a	Not Applicable, as the proposed transaction

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	percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	involves the Listed Entity itself and is not a transaction undertaken solely by its subsidiary	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The consolidated turnover of OEFIPL is not available, as OEFIPL does not have any subsidiary requiring the preparation of consolidated financial statements. Further, as per its audited standalone financial statements for the financial year ended March 31, 2026, OEFIPL has not reported any revenue from operations. Accordingly, the percentage of the proposed transaction value to its turnover is not ascertainable.	
6	Financial performance of Related Party for the immediately preceding financial year i.e. financial year ending 31st March, 2026	**Particulars**	**F Y 31.03.2026 (Amounts in lacs)**
		Turnover	0.00
		Profit/(loss) after tax	(2.91)
		Net Worth	2255.68
A5	**Basic details of the proposed transaction**		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Provision of an additional Corporate Guarantee and/or security by the Company in favour of Canara Bank in respect of the credit facilities availed/to be availed by OEFIPL	
2	Details of each type of the proposed transaction	The Company proposes to provide an additional Corporate Guarantee and/or security for an amount not exceeding Rs. 32.00 crore in favour of Canara Bank in connection with the credit facilities availed/to be availed by OEFIPL for its grain-based ethanol manufacturing project and captive power plant. The aforesaid additional guarantee shall be over and above the existing Corporate Guarantee of Rs.110.00 crore previously issued by the Company pursuant to the approval of the Members dated August 3, 2024. Accordingly, the aggregate Corporate Guarantee exposure of the Company after issuance of the proposed additional guarantee shall not exceed Rs.142.00 crore.	
3	Tenure of the proposed transaction	The proposed additional Corporate Guarantee shall remain valid and in force until repayment/discharge in full of the relevant loans and other credit facilities availed by	

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		OEFIPL, in accordance with the terms and conditions stipulated by Canara Bank and the relevant guarantee documents
4	Whether omnibus approval is being sought?	No (as it is specific transaction)
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed additional Corporate Guarantee shall not exceed Rs. 32.00 crore during the financial year 2026-27. The existing Corporate Guarantee of Rs.110.00 crore issued pursuant to the earlier approval dated August 3, 2024, is separate from and in addition to the proposed additional guarantee by company and its wholly owned subsidiary company.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The proposed additional Corporate Guarantee is in the commercial and strategic interest of the Company, as it will facilitate OEFIPL in securing the requisite financial assistance for implementation and operation of its ethanol manufacturing project, thereby strengthening the Group's presence in the biofuel and agro-processing sectors. Further, the Company is expected to acquire approximately 10% shareholding in OEFIPL, providing it an opportunity to participate in the future growth and business prospects of OEFIPL and benefit from the potential appreciation in the value of its investment. Accordingly, the proposed transaction is expected to create long-term strategic and commercial benefits for the Company and its shareholders. Further wholly owned subsidiary Company received, first right of refusal for Distiller's Dried Grains with Solubles (DDGS) from OEFIPL.
7	**Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.**	
	a. Name of the director / KMP	Mr. Sanjay Kumar Begani Chairman and Managing Director Mr. Anil Kumar Nahata CEO and Whole Time Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Sanjay Kumar Begani holds 7499746 equity shares representing 33.27 %, Mr. Anil Kumar Nahata holds 9227080 equity shares representing 40.93 % and Mrs. Kiran Begani holds 1437500 equity shares representing 6.38% of the paid-up equity share capital of the Company (as on the date of the Notice).
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. No valuation or external party report has been relied upon for the proposed transaction.

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9	Other information relevant for decision making.	The Audit Committee has reviewed the relevant information, including the commercial rationale, nature and terms of the proposed additional Corporate Guarantee and has recommended the proposal to the Board of Directors. The proposed transaction shall be monitored by the Audit Committee in accordance with applicable law and the Company's RPT Policy.
B4	**Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company proposes to provide an additional Corporate Guarantee of an amount not exceeding Rs. 32.00 crore in favour of Canara Bank in respect of the credit facilities availed/to be availed by Oswal Ethanol and Feed Industry Private Limited ("OEFIPL"), for setting up a 100 KLPD grain-based ethanol manufacturing unit and a 4 MW captive power plant at Village Baman Bardi, Tehsil and District Neemuch, Madhya Pradesh. The proposed additional Corporate Guarantee is intended to facilitate OEFIPL in securing the requisite financial assistance for implementation and operation of the aforesaid project. The Company had previously provided a Corporate Guarantee of Rs.110.00 crore in favour of Canara Bank for the benefit of OEFIPL pursuant to the approval of the Members dated August 3, 2024. Upon issuance of the proposed additional Corporate Guarantee of Rs.32.00 crore, the aggregate Corporate Guarantee exposure of the Company shall increase to Rs.142.00 crore. Further, the Company is expected to acquire approximately 10% shareholding in OEFIPL, providing it an opportunity to participate in the future growth and business prospects of OEFIPL and benefit from the potential appreciation in the value of its investment. Accordingly, the proposed transaction is expected to create long-term strategic and commercial benefits for the Company and its shareholders.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes. Upon execution of the proposed additional Corporate Guarantee, the Company shall assume legally binding obligations in favour of Canara Bank in accordance with the terms and conditions stipulated in the relevant sanction letter and Corporate Guarantee documents. In

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		the event of default by OEFIPL and invocation of the Corporate Guarantee by the Bank, the Company shall be liable to discharge its obligations in accordance with the terms of the guarantee.
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	0.1% commission to be charged on guarantee amount from OEFIPL. In the event of invocation of the Corporate Guarantee and payment of any amount by the Company to Canara Bank, the Company shall be entitled to recover the amount so paid, together with applicable interest, costs and expenses, from OEFIPL in accordance with the terms of the Corporate Guarantee, relevant agreements and applicable law.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Company had previously issued a Corporate Guarantee of Rs. 110.00 crore in favour of Canara Bank for the benefit of OEFIPL pursuant to the approval of the Members dated August 3, 2024, which continues to remain valid and outstanding. The Company now proposes to provide an additional Corporate Guarantee of up to Rs. 32.00 crore. Accordingly, upon issuance of the proposed additional Corporate Guarantee, the aggregate Corporate Guarantee exposure of the Company in respect of OEFIPL shall not exceed Rs. 142.00 crore. Any provision or disclosure required to be recognised in the books of account of the Company in respect of the aforesaid Corporate Guarantee shall be evaluated and made in accordance with the applicable Indian Accounting Standards and other applicable accounting requirements, wherever applicable.
C(3)	**Disclosure *only* in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in	OEFIPL has obtained a credit rating from Infomerics Valuation and Rating Limited (Infomerics). The Company has been assigned a credit rating of IVR BB with a Negative Outlook in respect of its Long-Term Fund-Based Bank Facility (Term Loan) amounting to Rs. 110.00

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	connection with the borrowing by a related party, provide latest credit rating of the related party	crore for the financial year 2025-26. The said rating was earlier assigned with a Stable Outlook vide rating dated December 23, 2024, which has subsequently been revised to a Negative Outlook.
2	Details of solvency status and going concern status of the related party during the last three financial years: FY 2023-24 FY 2024-25 FY 2025-26	The solvency status and going concern status of OEFIPL for the financial years 2023-24, 2024-25 and 2025-26 have been confirmed by its Statutory Auditors vide certificate issued in this regard, which has been placed before the Audit Committee and the Board of Directors of the Company..
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Company had previously provided a Corporate Guarantee of Rs. 110.00 crore in favour of Canara Bank for the benefit of OEFIPL, which continues to remain valid and outstanding. The Company now proposes to provide an additional Corporate Guarantee along with its wholly owned subsidiary company up to Rs. 32.00 crore. Accordingly, the aggregate Corporate Guarantee exposure of the Company upon issuance of the proposed additional guarantee shall not exceed Rs. 142.00 crore. Any provision required to be recognised in the books of account of the Company in connection with the existing and proposed Corporate Guarantees shall be evaluated and accounted for in accordance with applicable Indian Accounting Standards and other applicable requirements.
4	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No defaults have been reported by the Related Party in respect of its borrowings from the Company or any other lender during the last three financial years. No account of OEFIPL has been classified as an NPA by any of its bankers as on the date of this Notice. OEFIPL has not been declared a willful defaulter by any of its bankers as on the date of this Notice. No application for commencement of corporate insolvency resolution process or liquidation proceedings against OEFIPL is pending as on the date of this Notice.

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	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. FY 2023-24 FY 2024-25 FY 2025-26	OEFIPL does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016, as on the date of this Notice.

The Audit Committee and the Board of Directors have considered the proposed additional Corporate Guarantee of Rs. 32.00 crore, together with the existing Corporate Guarantee of Rs. 110.00 crore, and have reviewed the commercial rationale, nature, terms and conditions and the overall exposure of the Company arising therefrom. The Audit Committee and the Board are of the opinion that the proposed additional Corporate Guarantee is in the interest of the Company and its shareholders, is intended to facilitate the implementation and operation of the ethanol manufacturing project of OEFIPL and is not prejudicial to the interests of the Company or its minority shareholders. The proposed transaction shall be undertaken on such commercial terms and conditions as may be approved by the Audit Committee and the Board, in compliance with applicable laws and the Company's RPT Policy.

For the avoidance of doubt, the approval now being sought is in addition to the earlier approval of the Members dated August 3, 2024, in respect of the existing Corporate Guarantee of Rs. 110.00 crore. The earlier approval and the Corporate Guarantee issued pursuant thereto shall continue to remain valid and unaffected by the present resolution.

The proposed additional transaction shall be reviewed and monitored periodically by the Audit Committee to ensure that it remains within the limits approved by the Members and complies with the applicable provisions of law and the Company's RPT Policy. Any subsequent material modification to the approved transaction shall be placed before the Audit Committee, the Board of Directors and the Members, wherever required, for obtaining prior approval in accordance with Regulation 23 of the SEBI Listing Regulations and other applicable laws.

Based on the information placed before it and the rationale for the proposed transaction as set out in this Explanatory Statement, the Audit Committee has approved and the Board of Directors has recommended the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolution at Item No. 1 whether the entity is a related party to the particular transaction or not. Accordingly, no Member of the Company being a Related Party of the Company as per the Listing Regulations, shall vote to approve the said resolution.

Save and except Mr. Sanjay Kumar Begani, Chairman and Managing Director, Mr. Anil Kumar Nahata, Chief Executive Officer and Whole-time Director and Mrs. Kiran Begani Director of the company, who are interested in the proposed transaction by virtue of their relationship/shareholding in OEFIPL, and their respective relatives to the extent of their shareholding in the Company, if any, none of the other Directors or Key Managerial Personnel of the Company or their respective

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relatives is concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

ITEM NO. 2: TO PROVIDING GUARANTEE (INCLUDING CORPORATE GUARANTEE) OR SECURITY IN CONNECTION WITH LOANS/CREDIT FACILITIES AVAILED BY OSWAL ETHANOL AND FEED INDUSTRY PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

The Company may, from time to time, be required to extend financial assistance to entities in which the Directors of the Company are interested, by way of advancing loans, including loans represented by book debts, providing guarantees (including corporate guarantees) or providing security in connection with loans or other credit facilities availed or to be availed by such entities, subject to the provisions of the Companies Act, 2013 and other applicable laws.

Section 185 of the Companies Act, 2013, inter alia, regulates the advancement of loans, including loans represented by book debts, and the giving of guarantees or providing of securities in connection with loans taken by persons in whom any of the Directors of the Company are interested. However, pursuant to Section 185(2) of the Act, the Company may advance loans, including loans represented by book debts, or give guarantees or provide securities in connection with loans taken by such persons, subject to the approval of the Members by way of a Special Resolution and fulfilment of the conditions prescribed therein, including that the loans shall be utilised by the borrowing company for its principal business activities.

In this regard, the Members may note that the Company had earlier obtained approval of its Members through Postal Ballot, the results of which were declared on August 3, 2024, for providing loans, guarantees (including corporate guarantees) or securities to Oswal Ethanol and Feed Industry Private Limited (OEFIPL), a company in which the Directors of the Company are interested, up to an amount of Rs. 110.00 Crore along with its wholly owned subsidiary company .

BACKGROUND AND DETAILS OF THE PROPOSED FINANCIAL ASSISTANCE

Oswal Ethanol and Feed Industry Private Limited ("OEFIPL" or the "Borrowing Company"), a related party of the Company, requires financial assistance for setting up a 100 KLPD grain-based (Maize/Broken Rice) distillery unit for the manufacture of Ethanol and a steam turbine-based captive power plant of 4 MW at Village Baman Bardi, Tehsil & District Neemuch, Madhya Pradesh, having an estimated total project cost of Rs. 182 Crore.

For financing the aforesaid project, OEFIPL approached Canara Bank and applied for the requisite loan and other credit facilities. The Bank has sanctioned the term loan and other credit facilities subject to, inter alia, the condition that the parent company of the Group and its wholly owned subsidiary provide corporate guarantees and collateral security for securing the facilities.

In addition to the term loan facility, OEFIPL has also been permitted fresh fund-based working capital limits (OCC/ODBD) of Rs. 30.00 Crore and a fresh Performance Bank Guarantee limit of Rs. 2.00 Crore for meeting the working capital requirements of the newly established 100 KLPD grain-based Ethanol manufacturing plant and 4 MW captive power plant under a sole banking arrangement.

In this connection, the Company along with its wholly owned subsidiary had earlier provided a corporate guarantee of Rs. 110.00 Crore in favour of Canara Bank in respect of the credit facilities availed by OEFIPL, pursuant to the approval of the Members obtained through Postal Ballot, the results of which were declared on August 3, 2024.

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Now, in view of the additional financial requirements of the aforesaid project and the terms and conditions stipulated by Canara Bank, OEFIPL has requested the Company to provide an additional corporate guarantee of up to Rs. 32.00 Crore, along with such security, if applicable, as may be required by the Bank, in connection with the loans and other credit facilities availed/to be availed by OEFIPL.

Accordingly, the aggregate exposure of the Company along with its wholly owned subsidiary company towards OEFIPL, comprising the earlier corporate guarantee of Rs. 110.00 Crore and the proposed additional corporate guarantee of Rs. 32.00 Crore, shall not exceed Rs. 142.00 Crore at any point of time, subject to the terms and conditions of the relevant sanction letters and guarantee documents.

Further, as part of the proposed business arrangement, the Company is expected to acquire approximately 10% shareholding in OEFIPL, thereby providing the Company an opportunity to participate in its future growth and business prospects and benefit from the potential appreciation in the value of its investment. The proposed financial assistance is, therefore, expected to facilitate the implementation of the project while also providing the Company with strategic exposure to the ethanol manufacturing and biofuel sector, contributing to its long-term business interests.

The proposed financial assistance is intended to facilitate the implementation and completion of the aforesaid Ethanol manufacturing project, which forms part of the principal business activities of OEFIPL. Further, the Board of Directors of OEFIPL has furnished/will furnish an appropriate declaration confirming that the financial assistance, including the credit facilities secured by the proposed corporate guarantee, shall be utilised exclusively for its principal business activities.

The details required to furnish pursuant to Section 185 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended up to date are given below:



S. No.	Particulars	Details
1	Name of Borrower (Related party)	Oswal Ethanol and Feed Industry Private Limited (OEFIPL), a company in which the Directors of the Company are interested.
2	Particulars of the loans given, or guarantee (including corporate guarantee) given or security provided	The Company along with its wholly owned subsidiary company had earlier provided a corporate guarantee of Rs. 110.00 Crore in favour of Canara Bank pursuant to the approval of Members obtained through Postal Ballot, the results of which were declared on August 3, 2024. The Company now proposes to provide an additional corporate guarantee of up to Rs. 32.00 Crore, together with such security, if applicable, as may be required by the Bank, in connection with the loans and other credit facilities availed/to be availed by OEFIPL. Accordingly, the aggregate exposure of the Company along with its wholly owned subsidiary shall not exceed Rs. 142.00 Crore at any point of time.
3	Purpose for which the loan or guarantee (including corporate guarantee) or security is proposed to be utilized by the recipient of the loan or guarantee (including corporate guarantee) or security	For financing the establishment of a 100 KLPD grain-based (Maize/Broken Rice) Ethanol manufacturing plant and a 4 MW steam turbine-based captive power plant at Village Baman Bardi, Tehsil & District Neemuch, Madhya Pradesh, having an estimated project cost of Rs. 182 Crore, and for meeting the related financial requirements of the project, strictly for the principal business activities of OEFIPL.

Mr. Sanjay Kumar Begani (DIN: 07921083), Chairman and Managing Director of the Company, Mr. Anil Kumar Nahata (DIN: 07921005), CEO and Whole-Time Director of the Company and Mrs. Kiran Begani Director of the company, along with their respective relatives, are shareholders/members of OEFIPL. Accordingly, they are interested in OEFIPL within the meaning of Section 185 of the Companies Act, 2013. Therefore, pursuant to Section 185(2) of the Companies Act, 2013, the Company is required to obtain the approval of its Members by way of a Special Resolution for giving any guarantee or providing any security in connection with loans or other credit facilities availed or to be availed by OEFIPL.

The proposed financial assistance shall be subject to such terms and conditions as may be stipulated by Canara Bank and mutually agreed upon between the Company and the Borrowing Company, including the terms relating to the validity and invocation of the corporate guarantee

The aforesaid guarantee / security is within the limits prescribed under Section 186 of the Companies Act, 2013, and accordingly, the Company is in compliance with the applicable provisions of the said Section.

The Board of Directors shall ensure that the proposed transaction is undertaken in compliance with the applicable provisions of Sections 185 and 186 of the Companies Act, 2013, the rules made thereunder and other applicable laws.

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The Board of Directors, at its meeting held on November 14, 2026, after considering the rationale and benefits of the proposed financial assistance, approved the proposal, subject to the approval of the Members of the Company by way of a Special Resolution.

Accordingly, the Special Resolution set out at Item No. 2 of the accompanying Notice is recommended by the Board of Directors for approval of the Members.

Except Mr. Sanjay Kumar Begani and Mr. Anil Kumar Nahata and Mrs. Kiran Begani, being interested Directors in OEFIPL, and their respective relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution.

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

Date: 14th November, 2026
Place: Neemuch

DILIP PATIDAR
COMPANY SECRETARY
ACS-34566

