



**FORM No. MGT-13**  
**Report of Scrutinizer(s) on E Voting & Poll**  
*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]*

To  
The Chairman  
Annual General Meeting of the Equity Shareholders  
Oswal Agro Mills Limited

Held on Thursday, September 29<sup>th</sup>, 2016 at 12:30 P.M. at the Registered Office  
of the Company at Ludhiana.

Dear Sir,

I, CA Paramnoor Singh, Partner at R. Arora & Associates, Chartered Accountants, was appointed as Scrutinizer for Annual General Meeting in the meeting of the Board of Directors held on Wednesday, 29<sup>th</sup> June, 2016 for the purpose of the E- Voting and poll taken on the resolutions of Oswal Agro Mills Limited (CIN No L15319PB1979PLC012267) set out in the Notice of the Annual General Meeting.

The Shareholders of the Company holding shares as on the "Cut -off" date of 22<sup>nd</sup> September, 2016 were entitled to vote through E-Voting on the proposed resolutions set out in the Notice of the 36<sup>th</sup> Annual General Meeting.

The Company has availed the e-voting facility offered by National Securities Depository Limited for conducting the e-voting by the Shareholders of the Company. The E-Voting process started on Monday, 26<sup>th</sup> September, 2016 from 9:00 AM and was completed on Wednesday, 28<sup>th</sup> September, 2016 at 5:00 PM.

The Company has also provided voting by physical Polling Papers to the members who do not have access to e-voting facility. The Poll was taken at the Annual General Meeting of the Company held at 12:30 PM on Thursday, the 29<sup>th</sup> Day of September, 2016 at the Registered office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana – 141003 (Punjab). The locked ballot boxes were subsequently opened in presence of two (2) witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective (if any) have been treated as invalid and kept separately, if any.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited(NSDL) e-voting system and polling papers of the Annual General Meeting of the Company.

I now submit my report as under on the result through e-voting and poll in respect of the said resolutions.

## RESOLUTION No.1

Adoption of Audited Financial Statements (including Consolidated Financial Statements) as at 31<sup>st</sup> March, 2016 together with Directors' and Auditors' Report thereon.

Total Votes Casted: 7,36,86,526

Votes Casted in Favour: 7,36,84,634

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	11,852 (No. of Members 34)	7,36,72,782 (No. of Members 42)	7,36,84,634
% of Total Votes casted for the resolution	0.016%	99.981%	99.997%

Votes Casted Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	1,892 (No. of Members 5)	NIL	1,892
% of Total Votes casted against the resolution	0.003%	0.000%	0.003%

Invalid Votes

<b>Total No. of members whose votes were declared invalid</b>	<b>Total No. of Votes Cast by them</b>
Nil	Nil

## RESOLUTION No.2

To re-appoint Mr. Bhola Nath Gupta (DIN 00562338), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Total Votes casted : 7,36,86,526

Votes Casted in Favour : 7,36,79,730

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	6,948 (No. of Members 30)	7,36,72,782 (No. of Members 42)	7,36,79,730
% of Total Votes casted in favour	0.010%	99.981%	99.991%

Votes Casted Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	6,796 (No. of Members 9 )	Nil	6,796
% of Total Votes casted against the resolution	0.009%	Nil	0.009%

Invalid Votes

<b>Total No. of members whose votes were declared invalid</b>	<b>Total No. of Votes Cast by them</b>
NIL	NIL

### **RESOLUTION No.3**

Re-appointment of M/s T R Chadha & Co LLP Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration

Total Votes casted: 7,36,86,526

Votes Casted in Favour : 7,36,80,876

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	8,094 (No. of Members 35)	7,36,72,782 (No. of Members 42)	7,36,80,876
% of Total Votes casted in favour	0.011%	99.981%	99.992%

Votes Casted Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	5,650 (No. of Members 4)	Nil	5,650
% of Total Votes casted against the resolution	0.008%	Nil	0.008%

Invalid Votes

<b>Total No. of members whose votes were declared invalid</b>	<b>Total No. of Votes Cast by them</b>
NIL	NIL

#### **RESOLUTION No. 4**

Appointment of Mrs Aruna Oswal (DIN 00988524) as Non-Executive Non-Independent Director and Chairperson of the Company

Total Votes considered for resolution (excluding votes of the interested parties): 1,76,60,066

Votes Casted in Favour (excluding votes of the interested parties) : 1,76,53,926

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	7,604 (No. of Members 31)	1,76,46,322 (No. of Members 41)	1,76,53,926
% of Total Votes casted in favour of resolution	0.043%	99.922%	99.965%

Votes Casted in Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	6,140 (No. of Members 8)	Nil	6,140
% of Total Votes casted against the resolution	0.035%	Nil	0.035%

Invalid Votes

<b>Total No. of members whose votes were declared invalid</b>	<b>Total No. of Votes Cast by them</b>
NIL	NIL

## RESOLUTION No.5

Appointment of Mr. Vikram (DIN 07555192) as a Non-Executive Independent Director of the Company.

Total Votes casted: 7,36,86,526

Votes Casted in Favour: 7,36,80,436

Particulars	Through E Voting	Through Poll	Total
No of Votes	7,654 (No. of Members 32)	7,36,72,782 (No. of Members 42)	7,36,80,436
% of Total Votes casted in favour of resolution	0.011%	99.981%	99.992%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	6,090 (No. of Members 7)	Nil	6,090
% of Total Votes casted against the resolution	0.008%	Nil	0.008%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

## RESOLUTION No.6

Appointment and fixation of Remuneration of Mr. Bhola Nath Gupta (DIN 00562338) as Chief Executive Officer and Whole Time Director

Total Votes casted: 7,36,86,526

Votes Casted in Favour: 7,36,80,286

Particulars	Through E Voting	Through Poll	Total
No of Votes	7,504 (No. of Members 30)	7,36,72,782 (No. of Members 42)	7,36,80,286
% of Total Votes casted in favour of resolution	0.010%	99.981%	99.991%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	6,240 (No. of Members 9)	Nil	6,240
% of Total Votes casted against the resolution	0.009%	Nil	0.009%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL



A Compact Disc(CD) containing a list of equity shareholders who Voted "FOR"/"AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You

Yours Faithfully



(Scrutinizer)

Name: Paramnoor Singh

Practicing Chartered Accountant

Mem No.: 515572

Place New Delhi

Date: 30.09.2016