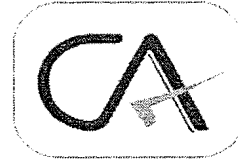


# R. ARORA & ASSOCIATES



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## **FORM No. MGT-13**

### **Report of Scrutinizer(s) on E Voting & Poll**

*[Pursuant to rule 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 September 30<sup>th</sup>, 2014 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 24<sup>th</sup> July, 2014 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 August 8<sup>th</sup> 2014 were entitled to vote through E-Voting on the proposed resolutions set out in the Notice of the 34<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 22.09.2014 from 9:00 AM and was completed on 24.09.2014 at 6:00 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 01:00 PM on Tuesday the 30<sup>th</sup> Day of September, 2014 at the Registered office of the company 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 for the year ended 31st March, 2014 and reports of the Board of Directors and the auditors thereon

Total Votes Casted: 7,05,59,803

Votes Casted in Favour

Particulars	Through E Voting	Through Poll	Total
No of Votes	5,64,07,554 (No. of Members 49)	1,41,51,119 (No. of Members 36)	7,05,58,673
% of Total Votes casted for the resolution			99.99%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	1,130 (No. of Members 9)	Nil	1,130
% of Total Votes casted against the resolution			0.01%

Invalid Votes

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

## RESOLUTION No.2

Re-appointment of Mr Abhey Kumar Oswal as Director of the company, who retires by rotation.

Total Votes considered for resolution: 145,33,343

Votes Casted in Favour (excluding votes of the interested parties)

Particulars	Through E Voting	Through Poll	Total
No of Votes	372,882 (No. of Members 38)	1,41,51,119 (No. of members 36)	1,45,24,001
% of Total Votes casted in favour			99.93%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	9,342 (No. of Members 18)	Nil	9,342
% of Total Votes casted against the resolution			0.07%

Invalid Votes

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

### RESOLUTION No.3

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

Total Votes casted: 7,05,55,881

Votes Casted in Favour

Particulars	Through E Voting	Through Poll	Total
No of Votes	5,64,00,916 (No. of Members 44)	1,41,51,119 (No. of Members 36)	7,05,52,035
% of Total Votes casted in favour			99.99%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,846 (No. of Members 11)	Nil	3,846
% of Total Votes casted against the resolution			0.01%

Invalid Votes

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

**RESOLUTION No.4**

Appointment of Mr Anuj Sharma as an Independent Director of the Company.

Total Votes casted: 7,05,57,773

Votes Casted in Favour

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	5,64,01,106 (No. of Members 39)	1,41,51,119 (No. of Members 36)	7,05,52,225
% of Total Votes casted in favour of resolution			99.99%

Votes Casted in Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	5,548 (No. of Members 18)	Nil	5,548
% of Total Votes casted against the resolution			0.1%

Invalid Votes

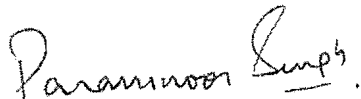
Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

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

Handwritten signature of Paramnoor Singh in cursive script.

(Scrutinizer)

Name: Paramnoor Singh

Practicing Chartered Accountant

Mem No.: 515572

Place New Delhi

Date: 04.10.2014