



PRACHI BANSAL AND ASSOCIATES  
COMPANY SECRETARIES  
Address- House no 837, Sector28,  
Faridabad-121008, Haryana.  
Phone No- 9899563128  
Mail id-Prachi.jain2805@gmail.com

**Secretarial Compliance Report  
Oswal Agro Mills Limited for the  
financial year ended March 31, 2025**

**[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**To,  
The Board of Directors  
Oswal Agro Mills Limited  
Near Jain Colony, Vijay Inder Nagar,  
Daba Road, Ludhiana, Punjab- 144403**

We, **M/s. Prachi Bansal And Associates, Company Secretaries**, having our office at House No.-837, Sector28, Faridabad-121008, Haryana, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Oswal Agro Mills Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana, Punjab-141003. The secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, **M/s. Prachi Bansal And Associates, Company Secretaries** have examined:

- a) all the documents and records made available to us, and explanation provided by the listed entity,
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the period ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as 'Listing Regulations');



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- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during review period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder.

**\*Not Applicable to the period under review as there is no such transaction.**

**I. Based on the above examination, we hereby report that, during the Review Period:**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/Fine/Show cause notice/warnings etc	Details of violations	Fine Amount	Observations /Remarks by PCS	Management Response	Remarks
Not applicable										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Not Applicable										

(I) We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
1	<b>Secretarial Standards:</b>  The Compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2	<b>Adoption and timely updation of the Policies:</b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	-  -
3	<b>Maintenance and disclosures on Website:</b>  <ul style="list-style-type: none"> <li>The Listed Entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/section of the website</li> </ul>	Yes  Yes  Yes	-  -  -



4	<b>Disqualification of Director:</b>  None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Listed Entity.	Yes	-
5	<b>Details related to Subsidiaries of Listed Entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N/A	The Company has no Subsidiary
6	<b>Preservation of Documents:</b>  The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7	<b>Performance Evaluation:</b>  The Listed Entity has conducted performance evaluation of the Board, independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	-
8	<b>Related Party Transactions:</b> (a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	-
	(b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved/ratified/rejected by the audit committee.	N/A	No related party transaction has been subsequently approved/ratified / rejected by the Audit Committee.
9	<b>Disclosure of events or information:</b>  The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	<b>Prohibition of Insider Trading:</b>  The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The company has the necessary software to maintain a structured digital database (SDD).



11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>	N/A	<p>During the year under review, no action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p> <p>However, Stock Exchanges (NSE and BSE) have imposed a fine of INR 7000/- each for non-compliance under Regulation 6( 1) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 for non-appointment of Company Secretary and Compliance Officer for the quarter ended on 30th June, 2024 .The said fine was imposed on 21st August, 2024.</p>
12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by listed entity.	NA	No such event



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13	Additional Non-compliances, if any:	N/A	No such event.
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**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Prachi Bansal & Associates  
Company Secretaries**



*Prachi*

**Prachi Bansal  
Proprietor  
COP -23670  
Membership No. 43355  
Peer review certificate No. 3702/2023  
UDIN-A043355G000492639**

**Date: 29/05/2025**

**Place: Haryana**