OSWAL AGRO MILLS LIMITED

Corporate Identification No. (CIN) L15319PB1979PLC012267
Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana 141003 (Punjab)
Corporate Office: 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi 110001
Phone: +91-161-5002238; +91-11-23753652 I **Fax:** +91-11-23716276
Website: www.oswalagromills.com I **E-mail:** cs@oswalagromills.com

NOTICE

NOTICE is hereby given that the **46th Annual General Meeting (AGM)** of the Members of **Oswal Agro Mills Limited** will be held on Tuesday, September 29**,** 2026 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), for which purpose the Registered Office of the Company situated at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana 141003 (Punjab) shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2026**

   To receive, consider and adopt the audited standalone and Consolidated Ind AS financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the audited standalone and Consolidated Ind AS financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **Re-appointment of Mrs. Aruna Oswal (DIN: 00988524), who retires by rotation**

   To appoint a Director in place of Mrs. Aruna Oswal (DIN: 00988524), who retires by rotation and, being eligible, seeks re-appointment, and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Aruna Oswal (DIN: 00988524), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Regularisation of appointment of M/s. BGMG & Associates, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the appointment of **M/s. BGMG & Associates, Chartered Accountants** (Firm Registration No. 025265N), as the Statutory Auditors of the Company, made by the Board of Directors at its meeting held on August 24, 2026 to fill the casual vacancy caused by the resignation of M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, Mumbai (Firm Registration No. 106201W/W100598), the erstwhile Statutory Auditors of the Company, be and is hereby approved and confirmed by the Members of the Company, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit if any, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company, and that M/s. BGMG & Associates shall hold office as the Statutory Auditors of the Company until the conclusion of this 46th Annual General Meeting.

   RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient in connection with or incidental to giving effect to the aforesaid resolution, including but not limited to the filing of necessary e-forms and returns with the Registrar of Companies and to comply with all the requirements in this regard."

4. **Appointment of M/s. BGMG & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years and to authorise the Board to fix their remuneration**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, **M/s. BGMG & Associates, Chartered Accountants** (Firm Registration No. 025265N), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years, from the conclusion of this 46th Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company to be held in the year 2031, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution, including the filing of necessary e-forms with the Registrar of Companies, and to settle all questions, difficulties or doubts that may arise in this regard."

5. **To approve the appointment of M/s Anuj Gupta & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company to fill the casual vacancy**

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of Board of Directors of the Company, M/s Anuj Gupta & Associates, Practising Company Secretaries (FRN.: S2015DE314800) be appointed as Secretarial Auditor of the Company to fill the casual vacancy caused by the resignation of M/s Jay Mehta & Associates, Company Secretaries (FRN.: S2009MH122400), and to conduct the Secretarial Audit of the Company for the remainder of the financial year 2025-26, and shall hold office up to the conclusion of this Annual General Meeting at such remuneration as may be determine by the Board.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby severally authorised to intimate the aforesaid appointment to BSE Limited and National Stock Exchange of India Limited in terms of Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution."

6. **To approve the appointment of M/s Anuj Gupta & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company for a term of 5 (five) consecutive Financial Years**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company, M/s Anuj Gupta & Associates, Practising Company Secretaries (FRN.: S2015DE314800), be and are hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2026-27 upto financial year 2030-31, at such remuneration as may be determine by the Board in consultation with the Auditor.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby severally authorised to intimate the aforesaid appointment to BSE Limited and National Stock Exchange of India Limited in terms of Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution**."**

7. **Appointment of Mr. Shael Oswal (DIN: 00256956) as the Managing Director & Vice Chairperson of the Company and approval of the remuneration payable to him**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 188, 196, 197, 198, 200, 201 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulations 17, 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, and subject to the approval of the Central Government, the consent of the Members of the Company be and is hereby accorded to the appointment of **Mr. Shael Oswal (DIN: 00256956)** as the **Managing Director** of the Company, being a Key Managerial Personnel in terms of Section 203 of the Act, for a period of **3 (three) years** with effect from October 1, 2026, liable to retire by rotation, on the terms and conditions, including the remuneration, set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the payment to Mr. Shael Oswal (DIN: 00256956), as the Managing Director of the Company, of remuneration of **₹ 12,50,000/- (Rupees Twelve Lakh Fifty Thousand only) per month**, i.e. ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum, together with the perquisites and other benefits set out in the Explanatory Statement annexed to this Notice, and that no sitting fees shall be payable to him for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT pursuant to Section 197 read with Section II of Part II of Schedule V to the Act, where in any financial year during the currency of the tenure of Mr. Shael Oswal (DIN: 00256956) as the Managing Director the Company has no profits or its profits are inadequate, the Company shall pay to him the remuneration, perquisites and other benefits aforesaid and as detailed in explanatory statement as **minimum remuneration**.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188, including clause (f) of sub-section (1) thereof, of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations, and based on approval of the Audit Committee, the approval of the Members be and is hereby accorded to the holding of an office or place of profit in the Company by Mr. Shael Oswal (DIN: 00256956), being a related party and a member of the Promoter and Promoter Group of the Company, on the terms aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee thereof) be and is hereby authorised to vary, alter, increase or otherwise modify the remuneration, perquisites and other benefits payable to Mr. Shael Oswal from time to time during his tenure, within the overall limits approved by the Members and prescribed under the Act and the rules made thereunder, and to amend the letter of appointment, without any further reference to the Members.

RESOLVED FURTHER THAT the aforesaid appointment and remuneration shall take effect only upon receipt of the approval of the Central Government, and in the event the Central Government declines its approval or approves a lower amount of remuneration, any remuneration drawn in excess shall be refunded by Mr. Shael Oswal (DIN: 00256956) to the Company in terms of Section 197(9) of the Act and shall be held by him in trust for the Company until refunded.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including the making of the application to the Central Government, and the settlement of all questions, difficulties or doubts that may arise in this regard."

By order of the Board
For **Oswal Agro Mills Limited**

Sd/-
Srishti Agrawal
Company Secretary & Compliance Officer
ACS No.: 72083

Date : August 24, 2026
Place : New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Secretarial Standard-2 on General Meetings ("SS-2"), setting out the material facts in respect of the Special Business at Item Nos. 3, 4, 5, 6 and 7 of this Notice, is annexed hereto and forms part of this Notice. Further, the relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SS-2 issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the AGM, are annexed to this Notice as **Annexure-1**.
2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 03/2025 dated September 22, 2025, read together with General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as the "MCA Circulars"), permitted companies to convene their Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue, **till further orders**. In accordance with the MCA Circulars and the applicable provisions of the Act read with the Rules made thereunder and the Listing Regulations, the 46th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy to attend and cast vote on behalf of a Member is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC / OAVM, participate thereat and cast their votes through e-voting. Further, the route map is not annexed to this Notice.
4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM will be made available for at least 1000 Members on a first-come-first-served basis. This number does not include large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited ("NSDL")** for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using the remote e-voting system, as well as e-voting on the day of the AGM, will be provided by NSDL. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may write to the Company at cs@oswalagromills.com or to the Registrar and Share Transfer Agent at compliances@skylinerta.com for any grievances connected with electronic means.
7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2025-26 is available, is being sent to those Members whose e-mail address is not so registered.

   The Notice calling the AGM and the complete Integrated Annual Report have been uploaded on the website of the Company at www.oswalagromills.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and is also available on the website of NSDL (agency for providing the remote e-voting facility), i.e., www.evoting.nsdl.com. Members may request a physical copy of the Notice and the Annual Report 2025-26 from the Company by sending a request at cs@oswalagromills.com.
8. The recorded transcript of the forthcoming AGM shall be made available on the website of the Company at www.oswalagromills.com as soon as possible after the Meeting is over.
9. All documents referred to in this Notice and the Explanatory Statement, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Act, and the certificate from the Secretarial Auditor confirming compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable), will be available for inspection by the Members **in electronic mode** from the date of dispatch of this Notice up to the date of the AGM. Members seeking inspection may write to the Company at cs@oswalagromills.com.
10. The Register of Members and the Share Transfer Register / Books of the Company will remain closed from 22nd September, 2026 to 29 September, 2026 (both days inclusive) for the purpose of the AGM.
11. **Updated instructions to Members regarding PAN, KYC, Nomination and Dematerialisation:**
    (i) In terms of the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents ("RTA"), as amended from time to time, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI Circular No.

SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, it is mandatory for all holders of physical securities to furnish their PAN, KYC details (postal address with PIN code, mobile number, e-mail address, bank account details and specimen signature) and nomination to the RTA of the Company in respect of all folios held by them. The prescribed Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on the website of the Company at www.oswalagromills.com and on the website of the RTA.

(ii) Members may note that **SEBI, vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provisions relating to freezing of folios** in which PAN, KYC details or nomination are not available, and the consequent referral of such folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or the Prevention of Money Laundering Act, 2002. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, has clarified that non-submission of choice of nomination shall not result in freezing of demat accounts or folios, and that holders of physical securities shall continue to be eligible to receive dividend, interest or redemption payments and to lodge grievances or avail any service request from the RTA. Members are, however, requested to complete their PAN and KYC particulars, as service requests in respect of physical folios (such as transmission, transposition, issue of duplicate securities certificate, etc.) will be processed by the RTA only upon the folio being complete in all respects.

(iii) Pursuant to the SEBI Circular on Revise and Revamp Nomination Facilities in the Indian Securities Market dated January 10, 2025, read with SEBI Circulars dated February 28, 2025 and July 30, 2025 (collectively, the "Nomination Circular"), the nomination framework has been revamped, inter alia, permitting an investor to nominate up to ten (10) persons in respect of a demat account, to specify the percentage of allocation amongst nominees, and to empower a nominee to operate the account in the event of the incapacitation of the investor. Members holding shares in dematerialised form are requested to register / update their nomination with their respective Depository Participants, and Members holding shares in physical form are requested to submit Form SH-13 (nomination) / Form SH-14 (variation or cancellation) / Form ISR-3 (opt-out of nomination) to the RTA.

(iv) SEBI has mandated that listed companies shall issue securities in dematerialised form only while processing the following service requests: issue of duplicate securities certificate; claim from the unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Members holding shares in physical form are requested to submit Form ISR-4 for this purpose. Further, in terms of Regulation 40 of the Listing Regulations, transfer, transmission or transposition of securities of listed entities can be effected only in dematerialised form. In view of the above, and in order to eliminate the risks associated with physical shares, Members are advised to dematerialise the shares held by them in physical form. Members may contact any Depository Participant registered with SEBI, or the Companys RTA, Skyline Financial Services Private Limited, for guidance on the demat procedure.

(v) Members holding shares in dematerialised mode are requested to notify any change in their residential address, bank account details and/or e-mail address immediately to their respective Depository Participants, and Members holding shares in physical form are requested to notify such changes to the Company / RTA.

12. Members are requested to follow the process indicated below to enable the Company to capture the e-mail address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password:

(a) **Physical Shareholding:** Members may send an e-mail request to the Company at cs@oswalagromills.com or to its RTA, Skyline Financial Services Private Limited, at compliances@skylinerta.com along with (i) a copy of the signed request letter mentioning the name, folio number, complete address, e-mail address and mobile number, along with a scanned copy of the share certificate (front and back); and (ii) a self-attested scanned copy of the PAN card and Aadhaar card.

(b) **Demat Shareholding:** Members holding shares in dematerialised mode are requested to register / update their e-mail address and mobile number with their relevant Depository Participant.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. Corporate Members are encouraged to attend the AGM through their Authorised Representatives. They are requested to send a certified copy of the Board resolution / power of attorney authorising their representatives to attend and vote on their behalf at the Meeting, by e-mail to the Scrutinizer at csanujgupta@gmail.com with a copy marked to cs@oswalagromills.com and evoting@nsdl.co.in.

15. Pursuant to Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of the shares held by them. Members holding shares in physical form and desirous of making, varying or cancelling a nomination are requested to send their requests in Form SH-13 / SH-14, and Members holding shares in dematerialised form are requested to approach their Depository Participants, in each case read with the Nomination Circular referred to at Note 11(iii) above.

16. Members holding shares in physical form in more than one folio in identical name(s) or in the same order of names are requested to write to the RTA enclosing their share certificates, to enable the Company to consolidate their holdings into a single folio.

17. Members are requested to send their queries / views in respect of the accounts and operations of the Company, mentioning their name, DP ID and Client ID / Folio No., e-mail ID and mobile number, to cs@oswalagromills.com on or before 5.00 p.m. (IST) till Saturday, September 26, 2026, so that the information required may be made available at the Meeting.

18. Members who would like to ask questions during the 46th AGM are requested to register themselves as a speaker by sending their request, preferably along with their questions, mentioning their name, DP ID and Client ID / Folio No., e-mail ID and mobile number, to reach the Companys e-mail address at cs@oswalagromills.com latest by 5.00 p.m. (IST) till Saturday, September 26, 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the Meeting.

19. When a pre-registered speaker is invited to speak at the Meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video / camera along with good internet speed. The Company reserves the right to restrict the number of questions and the number of speakers, as appropriate, for the smooth conduct of the AGM.

20. **Investor grievance redressal:** Members may lodge complaints, if any, on the SEBI complaint redressal system SCORES 2.0 at https://scores.sebi.gov.in. In addition, Members may initiate dispute resolution through the Online Dispute Resolution (ODR) Portal at https://smartodr.in, in terms of the SEBI Master Circular on Online Resolution of Disputes in the Indian Securities Market, as amended from time to time, after exhausting the option of resolving the grievance directly with the Company / RTA and through SCORES.

21. The remote e-voting period commences on Saturday, September 26, 2026 at 9.00 a.m. (IST) and ends on Monday, September 28, 2026 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

- **(i)** Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, i.e., Tuesday, September 22, 2026, may opt for remote e-voting and cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- **(ii)** A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
- **(iii)** Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become a Member of the Company after the despatch of this Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA at compliances@skylinerta.com. However, if a Member is already registered with NSDL for remote e-voting, the existing user ID and password may be used for casting the vote. Individual shareholders holding securities in demat mode who become Members after the despatch of this Notice may follow the steps mentioned under "Access to NSDL e-Voting system".
- **(iv)** Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- **(v)** A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting, but shall not be allowed to vote again.
- **(vi)** At the end of the remote e-voting period, the facility shall forthwith be blocked.

22. The Board of Directors has appointed M/s Anuj Gupta Associates, Company Secretary in Practice (Membership No. 31025/ COP No. 13025) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and shall, not later than two working days from the conclusion of the Meeting, submit a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or any person authorised by her in writing, and the results shall be declared by the Chairperson or any person authorised by her thereafter.

The results declared, along with the Scrutinizers Report, shall be placed on the website of the Company at www.oswalagromills.com and on the website of NSDL immediately after the declaration of the results, and shall simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Saturday, September 26, 2026 **at 9.00 a.m. (IST) and ends on** Monday, September 28, 2026 **at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Register of Beneficial Owners as on the cut-off date, i.e.,** Tuesday, September 22, 2026, **may cast their vote electronically.**

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on the NSDL e-Voting system consists of "Two Steps", which are mentioned below:

Step 1: Access to the NSDL e-Voting system

A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access the e-Voting facility.

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL</td><td>1. Existing IDeAS users may visit the e-Services website of NSDL at https://eservices.nsdl.com and click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. After entering the User ID and Password and successful authentication, click on “Access to e-Voting” under e-Voting services; thereafter click on the options available against the company name or on the e-Voting service provider NSDL, and the user will be re-directed to the NSDL e-Voting website for casting the vote during the remote e-Voting period or for joining the virtual meeting and voting during the meeting.
2. If the user is not registered for IDeAS e-Services, the 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 at https://www.evoting.nsdl.com/ and click on the icon “Login” available under the Shareholder/Member section. Enter the User ID (i.e., the sixteen-digit demat account number held with NSDL), Password/OTP and the verification code shown on the screen. After successful authentication, the user will be redirected to the NSDL Depository site, wherein the e-Voting page can be seen. Click on the company name or on the e-Voting service provider, i.e., NSDL, to cast the vote or to join the virtual meeting.
4. OTP-based login: the user may click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp, enter the 8-digit DP ID, 8-digit Client ID, PAN, verification code, and generate an OTP. On entering the OTP received on the registered e-mail ID / mobile number and successful authentication, the user will be redirected to the NSDL Depository site to cast the vote or join the virtual meeting.
5. Shareholders/Members may also download the NSDL Mobile App “NSDL Speede”, available on the Apple App Store and Google Play Store, for a seamless voting experience.</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL</td><td>1. Users who have opted for the Easi / Easiest facility may login through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The URLs to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com, thereafter clicking on the My Easi New (Token) tab.
2. After successful login, the user will be able to see the e-Voting menu, containing links of the respective e-Voting service provider, i.e., NSDL. Click on NSDL to cast the vote.
3. If the user is not registered for Easi/Easiest, the option to register is available at:
https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
4. Alternatively, the user may directly access the e-Voting page by providing the demat account number and PAN from the link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile number and e-mail as recorded in the demat account, following which links for the respective ESP, i.e., NSDL, will be provided.</td></tr>
<tr><td>Individual Shareholders (holding securities in demat mode) logging in through their Depository Participants</td><td>A Member may also login using the login credentials of his/her demat account through the Depository Participant registered with NSDL/CDSL for the e-Voting facility. Upon logging in, click on the e-Voting option, whereupon the Member will be redirected to the NSDL/CDSL Depository site after successful authentication. Click on the company name or on the e-Voting service provider, i.e., NSDL, to cast the vote during the remote e-Voting period or to join the virtual meeting and vote during the meeting.</td></tr>
</table>

Important note: Members who are unable to retrieve their User ID / Password are advised to use the “Forget User ID” and “Forget Password” options available on the abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues relating to login through the Depository, i.e., NSDL and CDSL:

Login type	Helpdesk details
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 : 022 - 4886 7000
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 22 55 33/ 1800 21 09911

B) Login method for e-Voting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode, and for shareholders holding securities in physical mode

1. Visit the e-Voting website of NSDL by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.
2. Once the home page of the e-Voting system is launched, click on the icon "Login" available under the Shareholder/Member section.
3. A new screen will open. Enter your User ID, Password/OTP and the verification code as shown on the screen. Alternatively, if you are registered for NSDL eServices, i.e., IDeAS, you may log in at https://eservices.nsdl.com/ with your existing IDeAS login and proceed to Step 2, i.e., cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members holding shares in demat account with **NSDL**	8 Character DP ID followed by 8 Digit Client ID. For example, if the DP ID is IN300* **and the Client ID is 12**, then the User ID is IN300***12**.
(b) For Members holding shares in demat account with **CDSL**	16 Digit Beneficiary ID. For example, if the Beneficiary ID is 12**, then the User ID is 12**.
(c) For Members holding shares in **Physical Form**	EVEN Number followed by the Folio Number registered with the Company. For example, if the folio number is 001* **and the EVEN is 101456, then the User ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
   (a) If you are already registered for e-Voting, you may use your existing password to login and cast your vote.
   (b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the initial password communicated to you. Once you retrieve your initial password, you need to enter it and the system will force you to change your password.
   (c) If your e-mail ID is registered in your demat account or with the Company, your initial password is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL from your mailbox and open the attached .pdf file. The password to open the .pdf file is your 8-digit Client ID for the NSDL account, the last 8 digits of the Client ID for the CDSL account, or the folio number for shares held in physical form. The .pdf file contains your User ID and your initial password. If your e-mail ID is not registered, please follow the process set out at Note 12 above.
6. If you are unable to retrieve or have not received the "initial password", or have forgotten your password, you may (a) click on "Forgot User Details/Password?" (if holding shares in a demat account with NSDL or CDSL) available on www.evoting.nsdl.com; (b) click on "Physical User Reset Password?" (if holding shares in physical mode) available on www.evoting.nsdl.com; (c) send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, PAN, name and registered address; or (d) use the OTP-based login for casting the votes on the NSDL e-Voting system.
7. After entering your password, tick on "Agree to Terms and Conditions" by selecting the check box, click on the "Login" button, and the home page of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on the NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select the "EVEN" of **Oswal Agro Mills Limited** for which you wish to cast your vote during the remote e-Voting period and for casting your vote during the General Meeting. For joining the virtual meeting, click on the "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting the appropriate option, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote, click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed. You may also take a printout of the votes cast by clicking on the print option on the confirmation page.
6. Once you confirm your vote on a resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board resolution / authority letter, etc., with the attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail at csanujgupta@gmail.com with a copy marked to evoting@nsdl.co.in and cs@oswalagromills.com. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) may also

upload the said Board resolution / authority letter by clicking on “Upload Board Resolution / Authority Letter” displayed under the “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-Voting user manual for Shareholders available in the download section of www.evoting.nsdl.com, or call at 022-4886 7000, or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at cs@oswalagromills.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE

1. In case shares are held in physical mode, please provide the Folio No., name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of the PAN card) and Aadhaar (self-attested scanned copy of the Aadhaar card) by e-mail to cs@oswalagromills.com or to the RTA at compliances@skylinerta.com.

2. In case shares are held in demat mode, please provide the DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), name, client master or copy of the consolidated account statement, PAN (self-attested scanned copy of the PAN card) and Aadhaar (self-attested scanned copy of the Aadhaar card) to cs@oswalagromills.com. Individual shareholders holding securities in demat mode are requested to refer to the login method explained at Step 1(A) above.

3. Alternatively, shareholders/Members may send a request to evoting@nsdl.co.in for procuring the user ID and password for e-voting by providing the abovementioned documents.

4. In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account to access the e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

2. Only those Members who are present at the AGM through the VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system at the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM; however, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievance connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be provided with the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for “Access to the NSDL e-Voting system”. After successful login, Members may click on the “VC/OAVM link” placed under the “Join General Meeting” menu against the company name. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting, or have forgotten the same, may retrieve it by following the remote e-Voting instructions mentioned in this Notice, to avoid a last-minute rush.

2. Members are encouraged to join the Meeting through laptops for a better experience, and will be required to allow the camera and use the internet with good speed to avoid any disturbance during the Meeting.

3. Participants connecting from mobile devices or tablets, or through a laptop connected via mobile hotspot, may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.

4. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker in the manner set out at Note 18 above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 AND ADDITIONAL DISCLOSURES AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 3

The Members of the Company, at the 45th Annual General Meeting held on September 25, 2025, had appointed M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, Mumbai (Firm Registration No. 106201W/W100598), as the Statutory Auditors of the Company to hold office for a term of five consecutive years, from the conclusion of the 45th Annual General Meeting until the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2030.

M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, vide their letter dated August 11, 2026, have resigned from the office of Statutory Auditors of the Company with effect from August 11, 2026, thereby resulting in a casual vacancy in the office of the Statutory Auditors of the Company within the meaning of Section 139(8) of the Act. The Company has taken on record the resignation and the Auditors have filed / the Company shall file the requisite intimations, including Form ADT-3, in accordance with the applicable provisions.

The Board of Directors, at its meeting held on August 24, 2026, based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Act, appointed M/s. BGMG & Associates, Chartered Accountants (Firm Registration No. 025265N), as the Statutory Auditors of the Company to fill the casual vacancy so caused, to hold office until the conclusion of this 46th Annual General Meeting, subject to the approval of the Members. In terms of Section 139(8) of the Act, such appointment is required to be approved by the Company at a general meeting convened within three months of the recommendation of the Board of Directors.

The Company has received from M/s. BGMG & Associates, Chartered Accountants, their written consent to act as the Statutory Auditors of the Company and a certificate to the effect that their appointment, if made, would be in accordance with the conditions prescribed under Section 139 read with Section 141 of the Act and the rules made thereunder, and that they are eligible and not disqualified from being appointed as the Statutory Auditors of the Company.

M/s. BGMG & Associates (Business Group of Monitoring & Guidance) is a firm of Chartered Accountants founded in the year 2012, with its office at 570-571, Pocket C-8, Sector-8, Rohini, Delhi 110085. The firm holds Firm Registration No. 025265N and Peer Review Certificate No. 017519 issued by the Institute of Chartered Accountants of India. The firm has 7 partners and a team strength of over 50 professionals, comprising Chartered Accountants, Company Secretaries, Advocates and MBAs, and serves over 100 corporate clients. Its areas of specialisation include statutory audit under IGAAP, Ind AS and IFRS, tax audit under the Income-tax Act, 1961, internal and risk-based audit, stock and inventory audit, special purpose and management audit, transaction due diligence, direct and indirect taxation, virtual CFO and business process outsourcing services, fund raising and initial public offer advisory and legal advisory services.

The remuneration proposed to be paid to M/s. BGMG & Associates for the period up to the conclusion of this Annual General Meeting is 10,00,000 (Rupees Ten Lakh only), plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Ordinary Resolution** set out at Item No. 3 of this Notice for approval of the Members.

Item No. 4

Consequent to the resignation of M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, and the appointment of M/s. BGMG & Associates, Chartered Accountants, to fill the resultant casual vacancy (as set out at Item No. 3 above), it is necessary to appoint the Statutory Auditors of the Company for a full term in terms of Section 139 of the Act.

The Board of Directors, at its meeting held on August 24, 2026, based on the recommendation of the Audit Committee and after evaluating and considering various factors such as the industry experience of the firm, the competency and composition of the audit team, the efficiency in the conduct of the audit, the independence of the firm, the peer review status and the proposed audit fees, has recommended the appointment of M/s. BGMG & Associates, Chartered Accountants (Firm Registration No. 025265N), as the Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of this 46th Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company to be held in the year 2031, subject to the approval of the Members.

The Company has received the written consent and the eligibility certificate from M/s. BGMG & Associates, Chartered Accountants, to act as the Statutory Auditors of the Company in place of M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, along with a confirmation that their appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Act and that they are not disqualified from being appointed as the Statutory Auditors of the Company.

Disclosure pursuant to Regulation 36(5) of the Listing Regulations:

Particulars	Details
Proposed fees payable to the Statutory Auditors	10,00,000 (Rupees Ten Lakh only)per annum for the financial year 2026-27, plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit. The fees for the subsequent year(s) of the term shall be as may be mutually agreed between the Board of Directors and the Statutory Auditors, based on the recommendation of the Audit Committee. Fees for services other than statutory audit, if any, shall be determined by the Board in consultation with the Statutory Auditors.
Terms of appointment	Appointment for a term of five consecutive years, from the conclusion of the 46th Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company to be held in the year 2031, to conduct the statutory audit for the financial years 2026-27 to 2030-31.
Material change in the fee payable to the new auditor from that paid to the outgoing auditor, along with the rationale for such change	There is no material change in the fee payable.

Particulars	Details
Basis of recommendation, including details in relation to and credentials of the Statutory Auditors proposed to be appointed	The recommendation of the Audit Committee and the Board is based on an evaluation of the credentials, standing, Independence, industry experience, size and composition of the audit team, peer review status and quality of service of the firm. M/s. BGMG & Associates, Chartered Accountants (Firm Registration No. 025265N), was founded in the year 2012. The firm has experience in statutory audits under IGAAP, Ind AS and IFRS, tax audits, internal audits and transaction due diligence across the manufacturing, chemicals, logistics, healthcare, technology and consumer sectors.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of this Notice for approval of the Members.

Item No. 5

In terms of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary and to annex a Secretarial Audit Report, given by such Company Secretary in Practice, to the Boards Report.

M/s Jay Mehta & Associates, Company Secretaries (FCS: 8672; COP: 8694), who were appointed as the Secretarial Auditor of the Company to conduct the Secretarial Audit for a term of five consecutive financial years commencing from 1st April, 2025, have tendered their resignation vide letter dated 20th July, 2026, citing frequent changes in the composition of the Board of Directors and the Key Managerial Personnel of the Company as the reason therefor. The resigning Secretarial Auditor has confirmed that there is no other reason for the resignation and that there are no material concerns or unresolved matters requiring the attention of the Board of Directors. The said resignation has resulted in a casual vacancy in the office of the Secretarial Auditor of the Company for the remainder of the financial year 2025-26.

In terms of Regulation 24A of the SEBI Listing Regulations, a casual vacancy arising out of the resignation, death or disqualification of the Secretarial Auditor is required to be filled by the Board of Directors of the listed entity within a period of three months from the date of such vacancy, and the Secretarial Auditor so appointed holds office up to the conclusion of the next Annual General Meeting.

Accordingly, the Audit Committee, at its meeting held on 27th July, 2026, considered and recommended, and the Board of Directors, at its meeting held on the same date, approved, the appointment of M/s Anuj Gupta & Associates, Practising Company Secretaries [Firm Registration No.: S2015DE314800], as the Secretarial Auditor of the Company to fill the said casual vacancy and to conduct the Secretarial Audit of the Company for the remainder of the financial year 2025-26, on the terms of remuneration approved by the Board.

M/s Anuj Gupta & Associates have furnished their written consent to act as the Secretarial Auditor of the Company together with a certificate to the effect that they are a Peer Reviewed Company Secretary/firm within the meaning of Regulation 24A of the SEBI Listing Regulations, that they are eligible for such appointment and that they have not incurred any of the disqualifications specified thereunder. They have further confirmed their independence and that they do not render any of the services restricted under the SEBI Listing Regulations to the Company.

The Secretarial Audit Report for the financial year 2025-26 issued by M/s Anuj Gupta & Associates forms part of the Annual Report of the Company for the financial year 2025-26.

Disclosure pursuant to Regulation 36(5) of the SEBI Listing Regulations and the SEBI Master Circular for listed entities basis of recommendation, credentials and terms of appointment:

Name of the proposed Secretarial Auditor	M/s Anuj Gupta & Associates, Practising Company Secretaries
Firm Registration No. / ICSI Unique Code	S2015DE314800
Peer Review Certificate No. and validity	ICSI 1126 / 2021
Membership No. / Certificate of Practice No. of the signing partner/proprietor	ACS 31025 COP 13025
Brief profile / credentials	Possessing more than Ten years experience of Company Secretarial work.The firm Handle of all types of Corporate Compliance under the Companies Act, Listing Agreement, related applicable corporate laws & legal matters which may affect the corporate legality of the Group and to coordinate for the same with the different Government Authorities, if requires. Also, they handle all types of Company Secretarial tasks, legal documentation, liaison with Banks and Government Authorities such as Ministry of Corporate Affairs, Registrar of Companies, National Company Law Tribunal, Regional Director and related Departments.
Proposed period of appointment	From the date of the Board meeting held on 27th July, 2026 up to the conclusion of this Annual General Meeting (i.e. for the remainder of the financial year 2025-26)

Terms of appointment	To conduct the Secretarial Audit of the Company for the financial year 2025-26 and to issue the Secretarial Audit Report in Form MR-3 and the Annual Secretarial Compliance Report, in terms of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations
Proposed remuneration	As may be determine by the Board in consultation with the Secretarial Auditor.
Material change in fee payable, if any, from that paid to the outgoing auditor	There is no material change in fee to be paid to the Secretarial Auditor proposed to be appointed through the ordinary resolution as set out at Item No. 5 of the Notice.
Basis of recommendation	The Audit Committee and the Board of Directors evaluated the credentials, peer review status, independence, professional standing, experience in handling secretarial audits of listed entities and the capability of the firm to service the requirements of the Company, and found the firm suitable for appointment
Reason for change	Casual vacancy caused by the resignation of M/s Jay Mehta & Associates, Company Secretaries, vide their letter dated 20th July, 2026

None of the Directors and Key Managerial Personnel of the Company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6

In terms of Regulation 24A of the SEBI Listing Regulations, as amended with effect from 1st April, 2025, a listed entity is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years, or a secretarial audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its Members at the Annual General Meeting, on the basis of the recommendation of the Board of Directors.

In view of the casual vacancy caused by the resignation of M/s Jay Mehta & Associates, Company Secretaries, and having regard to the requirement of a regular appointment for the prescribed term, the Audit Committee, at its meeting held on 27th July, 2026, considered and recommended, and the Board of Directors, at its meeting held on the same date, approved, subject to the approval of the Members, the appointment of M/s Anuj Gupta & Associates, Practising Company Secretaries [Firm Registration No.: S2015DE314800], as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 up to the financial year 2030-31.

M/s Anuj Gupta & Associates have furnished their written consent to act as the Secretarial Auditor of the Company, a copy of the Peer Review Certificate issued by the Institute of Company Secretaries of India, and a certificate confirming that they are eligible for appointment under Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013, that they have not incurred any of the disqualifications specified thereunder, that they satisfy the conditions relating to independence, and that no partner of the firm is a common partner with the firm whose tenure has expired in the Company in the immediately preceding financial year.

The Board of Directors, based on the recommendation of the Audit Committee, is of the view that the appointment of M/s Anuj Gupta & Associates as the Secretarial Auditor of the Company for the said term will bring continuity, independence and the requisite professional expertise to the secretarial audit function of the Company.

Disclosure pursuant to Regulation 36(5) of the SEBI Listing Regulations and the SEBI Master Circular for listed entities basis of recommendation, credentials and terms of appointment:

Name of the proposed Secretarial Auditor	M/s Anuj Gupta & Associates, Practising Company Secretaries
Firm Registration No. / ICSI Unique Code	S2015DE314800
Peer Review Certificate No. and validity	ICSI 1126 / 2021
Membership No. / Certificate of Practice No. of the signing partner/proprietor	ACS 31025 COP 13025
Brief profile / credentials	Possessing more than Ten years experience of Company Secretarial work.The firm Handle of all types of Corporate Compliance under the Companies Act, Listing Agreement, related applicable corporate laws & legal matters which may affect the corporate legality of the Group and to coordinate for the same with the different Government Authorities, if requires. Also, they handle all types of Company Secretarial tasks, legal documentation, liaison with Banks and Government Authorities such as Ministry of Corporate Affairs, Registrar of Companies, National Company Law Tribunal, Regional Director and related Departments.
Proposed period of appointment	5 (five) consecutive financial years, from the financial year 2026-27 up to the financial year 2030-31, i.e. from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the calendar year 2031

Terms of appointment	To conduct the Secretarial Audit of the Company and to issue the Secretarial Audit Report in Form MR-3 and the Annual Secretarial Compliance Report for each of the financial years 2026-27 to 2030-31, in terms of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations
Proposed remuneration	As may be determine by the Board in consultation with the Secretarial Auditor.
Material change in fee payable, if any, from that paid to the outgoing auditor	There is no material change in fee to be paid to the Secretarial Auditor proposed to be appointed through the ordinary resolution as set out at Item No. 5 of the Notice.
Basis of recommendation	The Audit Committee and the Board of Directors considered the peer review status, eligibility and independence of the firm, its professional standing, the experience and credentials of its partners, its track record in conducting secretarial audits of listed entities and its capability to service the requirements of the Company
Reason for change	Resignation of M/s Jay Mehta & Associates, Company Secretaries, vide their letter dated 20th July, 2026, before the completion of their term, necessitating a fresh appointment for the prescribed term of five consecutive financial years

In terms of the clarification issued by SEBI, any association of the individual or the firm as the Secretarial Auditor of the Company prior to 31st March, 2025 shall not be reckoned for the purpose of computing the tenure of five consecutive financial years.

None of the Directors and Key Managerial Personnel of the Company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7

The Members are informed that Mr. Shael Oswal (DIN: 00256956) was appointed as a Non-Executive & Non-Independent Director and Vice Chairman of the Company with effect from June 1, 2025. The said appointment, along with the remuneration and perquisites payable to him, was approved by the Members through a Postal Ballot for a term of three consecutive years from June 1, 2025 to May 31, 2028.

Considering the Company's growth plans and the need for dedicated executive leadership to drive its strategic objectives, the Nomination & Remuneration Committee, at its meeting held on August 7, 2026, evaluated the qualifications, expertise and experience of Mr. Shael Oswal and recommended his appointment as Managing Director of the Company for a fresh term of three consecutive years commencing from October 1, 2026, liable to retire by rotation, on the terms and conditions including remuneration as set out herein.

Mr. Shael Oswal has been associated with the Company and its businesses and possesses extensive experience in strategic planning, business management and growth initiatives. The Board believes that under his executive leadership, the Company would be well positioned to pursue its future growth opportunities and create long-term value for stakeholders.

Upon his appointment as Managing Director & Vice Chairman becoming effective from October 1, 2026, Mr. Shael Oswal shall cease to be a Non-Executive & Non-Independent Director and shall be re-designated as an Executive Director of the Company, and the terms relating to his existing appointment and remuneration previously approved by the Members shall stand superseded from such date.

Mr. Shael Oswal is a Non-Resident Indian and does not presently satisfy the residency requirement prescribed under clause (e) of Part I of Schedule V to the Companies Act, 2013, as he has not stayed in India for a continuous period of not less than twelve months immediately preceding the date of his proposed appointment as a managerial person. Consequently, in accordance with the provisions of Section 196(4) read with Schedule V of the Companies Act, 2013, his appointment as Managing Director and payment of remuneration require approval of the Members by way of a Special Resolution and shall also be subject to the approval of the Central Government. The Company proposes to make an application in Form MR-2 to the Central Government in this regard. Mr. Shael Oswal has further confirmed that he satisfies all the other conditions specified in Part I of Schedule V to the Act, including that he has not at any time been sentenced to imprisonment for any period or been detained under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974.

The Company has received from Mr. Shael Oswal all necessary consents, declarations and confirmations, including Forms DIR-2 and DIR-8, confirming, inter alia, that he is not disqualified from being appointed as a director under the Companies Act, 2013 and is not debarred from holding the office of director by the Securities and Exchange Board of India or any other regulatory authority. The proposed appointment is in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, considers the appointment of Mr. Shael Oswal as Managing Director & Vice Chairman to be in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Except Mr. Shael Oswal, Ms. Aruna Oswal and their relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Also, in terms of section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), regulations 17 and 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit Committee, the Board of Directors of the Company has accorded its approval to hold an office or place of profit by Mr. Shael Oswal (DIN: 00256956), being a related party for a period of 3 years. The material terms of remuneration payable to Mr. Shael Oswal, are as follows:

Remuneration: -

Remuneration	₹ 12,50,000 per month
Perquisites: -	
Insurance	Accidental & Health Insurance Policy as per the Rules of the Company
Car	Car with chauffeur
Club membership	Club membership for official purpose
Entertainment expenses	Reimbursement of actual official expenses
Stock Options	NA

Not with standing anything mentioned herein, where in any financial year during the currency of the tenure of the appointment of Mr. Shael Oswal (DIN: 00256956) as Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above. The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holder or any other secured creditor.

Pursuant to the provisions of the Companies Act, 2013, Mr. Shael Oswal (DIN: 00256956) shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company in terms of section 203 of the Companies Act, 2013.

The Company has not entered into a separate written contract of service with Mr. Shael Oswal in respect of his proposed appointment. Accordingly, this Notice, read together with the Explanatory Statement annexed hereto, may be treated as the written memorandum setting out the terms of his appointment in terms of Section 190 of the Companies Act, 2013.

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Mr. Shael Oswal (Proposed Managing Director)</th></tr>
<tr><td>1.</td><td>Nature of industry</td><td>The Company is engaged in commodity trading and development of real estate projects.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial Production</td><td>The Company had commenced its business in the year 1980.</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>(₹ Lakh)
<table>
<tr><th>Particulars</th><th>FY 25-26</th><th>FY 24-25</th><th>FY 23-24</th></tr>
<tr><td>Revenue from operations</td><td>1925.75</td><td>16,176.69</td><td>186.72</td></tr>
<tr><td>Profit before Tax</td><td>1291.14</td><td>14,557.37</td><td>390.83</td></tr>
<tr><td>Profit after Tax</td><td>861.98</td><td>10,882.44</td><td>175.36</td></tr>
<tr><td>Earnings per share</td><td>0.64</td><td>8.11</td><td>0.13</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any</td><td>Not Available</td></tr>
</table>

II. Information about Mr. Shael Oswal- Proposed Managing Director:

6.	Background details	Mr. Shael Oswal possesses over 25 years of experience in setting up manufacturing, real estate and trading organizations in India and across the region. Mr. Oswal possesses the necessary skills to drive the Company s vision forward and, in the opinion of the Board, is well suited to steer the Company towards long-term success.
7.	Past remuneration	₹25,00,000 per month based on the approval of the shareholders through postal ballot.
8.	Recognition or awards	None

9.	Job profile and his suitability	Mr. Shael Oswal belongs to the Oswal Family, which has diverse business interests in commodity trading and real estate. He is a Commerce graduate and a seasoned entrepreneur with over 25 years experience in setting up manufacturing, real estate and trading organizations in India and across the region. He has demonstrated exceptional capabilities in establishing marketing networks in domestic as well as global markets. Proven expertise in corporate governance and highly process driven approach for ultimate standardization of corporates are his highlighted strengths.Mr. Oswal possesses the necessary skills to drive the Companys vision forward and, in the opinion of the Board, is well suited to steer the Company towards long-term success.
10.	Remuneration proposed	₹ 12,50,000/- per month (i.e. ₹ 1,50,00,000/- per annum), together with the perquisites and other benefits set out in this Explanatory Statement. No sitting fees shall be payable to him for attending meetings of the Board or any Committee thereof.
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Nomination & Remuneration Committee and the Board of the Company had, while approving and recommending the said remuneration of Mr. Shael Oswal, considered the financial position and size of the Company, trend in other Companies, trends in the managerial remuneration, his qualifications, experience, profile and responsibilities.
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Shael Oswal is a member of the Promoter and Promoter Group of the Company and is the son of Mrs. Aruna Oswal, Non-Executive Director and Promoter of the Company. Save for the remuneration and perquisites proposed to be paid to him as set out in this Explanatory Statement and his shareholding, if any, in the Company, he has no other pecuniary relationship with the Company.

III. Other information:

13.	Reasons of loss or inadequate profits	The Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also.
14.	Steps taken or proposed to be taken for improvement	The Company has implemented a strategic plan that focuses on diversification and efficiency. Further, the Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also.
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

Disclosures relating to the related party transaction in pursuance of section 188 read with rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule XII thereto, Section III-B of the SEBI Master Circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024 (as modified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025) and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"

Name of Related Party	**Mr. Shael Oswal (DIN: 00256956)**
A summary of the information provided by the management of the listed entity to the audit committee	**Type, material terms and particulars of the proposed transaction:** Appointment of Mr. Shael Oswal as Managing Director of the Company for a period of 3 (three) years effective from October 01, 2026. **Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest:** Mr. Shael Oswal is member of promoter group and son of Mrs. Aruna Oswal, Non-executive Director & Promoter of the Company. **Tenure of proposed transaction:** Appointment of Mr. Shael Oswal as Managing Director of the Company for a period of 3 (three) years effective from October 01, 2026. **Value of the proposed transaction:** ₹ 12,50,000/- per month, i.e. ₹ 1,50,00,000/- per annum, together with the perquisites and other benefits set out in this Explanatory Statement. **Percentage of the Companys annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction:** The said transaction shall constitute 7.7 % of the annual consolidated turnover of the listed entity.
Justification for the transaction	The appointment of Mr. Shael Oswal as the Managing Director of the Company is strongly justified by his extensive experience and proven leadership in the industry. With over 25 years of experience in setting up manufacturing, real estate and trading organizations in India and across the region, Mr. Oswal possesses the necessary skills to drive the Company s vision forward and, in the opinion of the Board, is well suited to steer the Company towards long-term success.

Name of Related Party	**Mr. Shael Oswal (DIN: 00256956)**
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
Percentage of the counter-partys annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not applicable
Basic details of the related party [Para A(1) of the RPT Industry Standards]	Name: Mr. Shael Oswal (DIN: 00256956). Nature of business/occupation: business member of the Promoter and Promoter Group of the Company and proposed Managing Director.
Relationship and ownership of the related party [Para A(2)]	Mr. Shael Oswal is a member of the Promoter and Promoter Group of the Company and is the son of Mrs. Aruna Oswal, Non-Executive Director and Promoter
Details of previous transactions with	Aggregate transactions with the related party during the financial year 2025-26: ₹ 2,50,00,000
the related party [Para A(3)]	No default has been made by the related party in respect of any obligation undertaken under any transaction with the Company.
Whether the proposed transaction, taken together with transactions undertaken with the related party during the current financial year, is a material related party transaction [Para A(4)]	No
Basis of determination of the remuneration and justification that the transaction is in the interest of the listed entity [Para A(5) and Para 5(2)(b)]	The remuneration has been determined by the Nomination and Remuneration Committee having regard to the size and financial position of the Company, the responsibilities of the office of Managing Director, industry benchmarks for comparable positions, and the qualifications and experience of Mr. Shael Oswal. The proposed remuneration is lower than the remuneration presently payable to him and is, in the opinion of the Board, in the interest of the Company and not prejudicial to the interest of public shareholders.
Certificates reviewed by the Audit Committee [Para 5(2)(c)]	The Audit Committee has reviewed the certificate furnished by the Chief Executive Officer/ Managing Director/Whole-time Director and the Chief Financial Officer of the Company to the effect that the terms of the proposed transaction are in the interest of the Company.
Approval of the Audit Committee and recommendation of the Board [Para 5(2)(d)]	The proposed related party transaction has been approved by the Audit Committee at its meeting held on August 7, 2026, and the Board of Directors, at its meeting held on August 7, 2026, has recommended the same to the Members for approval.
Valuation or other external report [Para 5(2)(e)]	No valuation report or other report of an external party has been relied upon by the Company in relation to the proposed transaction. Accordingly, no web-link or QR code is provided.
Directors / Key Managerial Personnel interested in the transaction	Mr. Shael Oswal and Mrs. Aruna Oswal, and their respective relatives, to the extent of their shareholding in the Company, if any.
Voting on the resolution	All related parties of the Company, whether or not a party to the proposed transaction, shall abstain from voting on the resolution set out at Item No. 7, in terms of Regulation 23(7) of the Listing Regulations and the second proviso to Section 188(1) of the Companies Act, 2013.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special Resolution subject to approval of Central Government, for payment of remuneration to Mr. Shael Oswal (DIN: 00256956), Managing Director of the Company.

The Board is of the opinion that the appointment of Mr. Shael Oswal (DIN: 00256956) as a Managing Director of the Company would be of immense benefit to the Company and accordingly it recommends a Special Resolution for the proposed appointment and payment of remuneration, as set out at Item No. 7 of this Notice, for approval by the Members.

INFORMATION REGARDING THE PROPOSED DIRECTOR IN PURSUANCE OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Director (DIN)	Mr. Shael Oswal(DIN:00256956)
Category	Managing Director
Date of Birth & Age	May 28, 1978 (48 years)
Qualification	Commerce Graduate
Brief Resume and expertise/ experience of Director	Mr. Shael Oswal belongs to the Oswal Family, which has diverse business interests in commodity trading and real estate. He is a Commerce graduate and a seasoned entrepreneur with over 25 years experience in setting up manufacturing, real estate and trading organizations in India and across the region. He has demonstrated exceptional capabilities in establishing marketing networks in domestic as well as global markets. Proven expertise in corporate governance and highly process driven approach for ultimate standardization of corporates are his highlighted strengths.Mr. Oswal possesses the necessary skills to drive the Companys vision forward and, in the opinion of the Board, is well suited to steer the Company towards long-term success.
Date of first appointment on the Board	June 1, 2025 (as Non-Executive & Non-Independent Director). He is proposed to be appointed as Managing Director with effect from October 1, 2026, subject to the approval of the Members and of the Central Government.
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Shael Oswal is the son of Mrs. Aruna Oswal, Non-executive Director & Promoter of the Company.
Details of Board Meeting attended by the Directors during the year	4 out of 6 meetings held till date in current financial year.
Terms & conditions of appointment along with remuneration	Managing Director, liable to retire by rotation(As mentioned in the explanatory statement of this Notice).
Remuneration last drawn	₹ 25,00,000 per month
Remuneration proposed to be paid	₹ 12,50,000 per month
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies}	Oswal Greentech Limited He has not resigned from the directorship of any listed entity during the past three years.
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held	NIL
No. of equity shares held	NIL

ANNEXURE-1

PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Particulars	Details
Name of the Director (DIN)	Mrs. Aruna Oswal (DIN: 00988524)
Category	Non-Executive and Non-Independent Director (Promoter)
Date of Birth & Age	March 31, 1951 75 years
Qualification	M.A. (English)
Date of first appointment on the Board	April 2, 2016
Brief resume of the Director	Mrs. Aruna Oswal is the spouse of Shri Abhey Oswal. She holds a degree of Master of Arts (English) and has been honoured with an Honorary Doctoral Degree of APAMALL, Deep Education, from the University of Wisconsin Madison-USA on humanitarian grounds in August 2018. She has also been honoured as a Corona Warrior for her generous support to the PM Relief Fund and for reaching out wherever possible for essentials, basic food and water distribution.She joined the Board of the Company in April 2016. She also holds the position of Chairperson & Whole-time Director in Oswal Greentech Limited since April 2016. She is further associated with the Lions India Education Promotional Council, Follow Your Dreams Foundation India, World Council of Religion for Peace as its Co-President and International Trustee, World Jain Confederation as its Vice-President, PHD Family Welfare Foundation, Indian Council for Human Relations and the Women Entrepreneur Committee at PHD Chambers. She actively overviews the School of Vocational Training Centre at Ludhiana supported by the Aruna Abhey Oswal Trust.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Aruna Oswal possesses the following capabilities:a) Business Leadership; b) Sector Expertise; c) Market Expertise; d) Human Resource Management; e) Governance, Finance & Risk Management Expertise; and f) Basic understanding of finance & risk management.
Expertise in specific functional areas	Commercial & Administrative
Terms and conditions of appointment / re-appointment	Non-Executive Director, liable to retire by rotation. She is being re-appointed as a Director on retirement by rotation in terms of Section 152(6) of the Companies Act, 2013, and there is no change in the terms and conditions of her appointment.She attained the age of 75 years on March 31, 2026. In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of her directorship as a Non-Executive, Non-Independent Director upon and after attaining the age of 75 years was approved by the Members through a Special Resolution passed at the 45th Annual General Meeting held on September 25, 2025
Details of remuneration last drawn (FY 2025-26)	NIL
Remuneration sought to be paid	Not applicable.
Number of Board meetings attended during the financial year 2025-26	12 out of 12 meetings held
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mrs. Aruna Oswal is related to Mr. Shael Oswal, Non-Executive Director and Vice-Chairperson of the Company. She is not related to any other Director or Key Managerial Personnel of the Company.
Directorships held in other companies (as on the date of this Notice)	Oswal Greentech Limited (Listed)
Membership / Chairmanship of Committees of the Board of the Company	Oswal Agro Mills Limited: i. Audit Committee Member ii. Nomination and Remuneration Committee Member iii. Stakeholders Relationship Committee- Member iv. Corporate Social Responsibility - Member
Membership / Chairmanship of Committees of other Boards (as on the date of this Notice)	Oswal Greentech Limited: i. Audit Committee Member Member ii. Stakeholders Relationship Committee- iii. Corporate Social Responsibility - Member

Particulars	Details
Listed entities from which the Director has resigned in the past three years	None
Shareholding in the Company as on the date of this Notice (including shareholding as a beneficial owner)	5,60,26,460 equity shares

By order of the Board
For Oswal Agro Mills Limited

Sd/-
Srishti Agrawal
Company Secretary & Compliance Officer
ACS No.: 72083

Date : August 24, 2026
Place : New Delhi