

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: +91-161-2544238; +91-11-23753652; **Fax:** +91-11-23716276

Website: www.oswalagromills.com, **Email:** oswal@oswalagromills.com

NOTICE

Notice is hereby given that the 41st Annual General Meeting of Oswal Agro Mills Limited will be held on Friday, September 24, 2021 at 12:30 p.m. (time) (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:

- To receive, consider and adopt the audited standalone and consolidated IND AS financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Dr. Aruna Oswal (DIN: 00988524) who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

- Appointment of Mr. Pulkit Gupta (DIN: 07026809) as a Non-Executive Independent Director of the Company.**

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

"RESOLVED THAT Mr. Pulkit Gupta (DIN: 07026809), who was appointed as an Additional and Independent Director on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at this Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as a Non-executive Independent Director of the Company for an initial term of 5 (Five) years effective from February 5, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

- Appointment of Mr. Dhiraj Gupta (DIN: 09240964) as a Non-Executive Independent Director of the Company.**

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

"RESOLVED THAT Mr. Dhiraj Gupta (DIN: 09240964), who was appointed as an Additional and Independent Director on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at this Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as a Non-executive Independent Director of the Company for an initial term of 5 (Five) years effective from August 13, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

- Approval for material related party transaction**

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 regulations 23(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Jindal Steel & Power Limited, a related party to the Company as per Indian Accounting Standard 24, with respect to sale, purchase or supply of goods or materials or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as detailed below:

Name of related party	Name of Director/ KMP interested	Nature of relationship	Aggregate maximum value of contract/arrangement in any financial year	Nature and material terms of contract/arrangement/ transaction
Jindal Steel and Power Limited	Dr. Aruna Oswal	Significant influence of close family member of director of Company	100 crores	Transactions shall be in the nature of trading of goods/ materials/commodities. They shall be executed at arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the members hereby confirm the material related party transactions between the Company and Jindal Steel and Power Limited for the financial year 2020-21, transacted at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed below:

Name of related party	Name of Director/KMP interested	Nature of relationship	Nature of transaction	Value of transaction (Rs. in lakhs)	% of consolidated turnover (as per last audited balance sheet)
Jindal Steel and Power Limited	Dr. Aruna Oswal	Significant influence of close family member of director of Company	Sale of commodities	1448.89	35.76%

RESOLVED FURTHER THAT the terms and conditions of the transactions with the related party shall be subject to the approval of the Audit Committee."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

By Order of the Board
For Oswal Agro Mills Limited

Sd/-
Gopal
Company Secretary
M. No. : A46740

Place : New Delhi
Date : August 25, 2021

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto. The Board of Directors have considered and decided to include the item no. 3, 4 & 5 given above as special business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 10/2021, 14/2020 and 17/2020 dated June 23, 2021, April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/OAVM.
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 proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Further, the route map is not annexed to this Notice.
4. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
5. 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 the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the 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 serve basis.
6. The attendance of the members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars the Company is providing 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 authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. The 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. The 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 Company at oswalagromills.com or to our registrar and share transfer agent at compliances@skylinerta.com, for any grievances connected with electronic means.

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The notice calling the AGM has been uploaded on the website of the Company www.oswalagromills.com under the Notice of General Meetings tab under the Investor Relations section. The complete Integrated Annual Report is also available in the annual report tab under the financial report section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. At www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. The recorded transcript of the forthcoming AGM on September 24, 2021 shall also be made available on the website of the Company www.oswalagromills.com as soon as possible after the Meeting is over.
10. The Register of Members and Share Transfer Register will remain closed from Saturday, September 18, 2021 to Friday, September 24, 2021, (both days inclusive).
11. Shareholders are requested to follow the process as guided below to enable the Company to capture the email 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 Holding: Member may send an e-mail request to the Company at oswal@oswalagromills.com or to its RTA - Skyline Financial Services Private Limited at compliances@skylinerta.com along with:
 - (i) scanned copy of the signed request letter mentioning your Name, Folio Number, Share certificate number, complete address, email address and mobile number, and
 - (ii) scanned copy of self-attested PAN card.
 - b) Demat Holding: Members holding shares in dematerialized mode are requested to register/update their email addresses with their relevant Depository Participant.
In case of any queries/difficulties in registering the e-mail address, Members may write to oswal@oswalagromills.com or compliances@skylinerta.com.
12. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
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 statement 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 Authorized Representatives. They are requested to send by email at cs@oswalagromills.com or oswal@oswalagromills.com, a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
15. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13.
16. The remote e-voting period commences on Tuesday, September 21, 2021 (09:00 AM) and ends on Thursday, September 23, 2021 (5:00 PM).
 - (i) Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 17, 2021 may opt for remote e-voting and cast their vote electronically.
 - (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 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 acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, September 17, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 17, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
 - (iv) Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - (v) Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
 - (vi) At the end of remote e-voting period, the facility shall forthwith be blocked.
17. The Board vide its resolution passed on August 25, 2021 has appointed CA Paramnoor Singh, Chartered Accountant in Practice (Membership No. 515572 and Managing Partner of M/s R. Arora & Associates (Firm Registration No. 005035N) as Scrutinizers for conducting the e-voting process in accordance with the law and 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 make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairperson of the Company or any person authorized by her in writing and the Results shall be declared by the Chairperson or any person authorized by her thereafter.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.oswalagromills.com and on the website of NSDL immediately after the declaration of Results by the Chairman or any person authorized by her in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Tuesday, September 21, 2021 at 09:00 A.M. and ends on Thursday, September 23, 2021, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 17, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 17, 2021.

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

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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL mobile app is available on Apple App Store and Google Play Store.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through 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 toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022- 23058738 or 022-23058542-43.

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

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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 who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on 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 who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "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 appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and 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 the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.: +91-22-24994545, +91-22-24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the cs@oswalagromills.com.

Process for those shareholders whose email 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 Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhaar Card) by email to cs@oswalagromills.com or
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to cs@oswalagromills.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access 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 same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in 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 grievances 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 ARE AS UNDER:

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

2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@oswalagromills.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Pulkit Gupta as an Additional Director (Non-executive & Independent) with effect from February 5, 2021 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Pulkit Gupta shall hold office upto the date of ensuing Annual General Meeting.

The Company has received consent in writing from Mr. Pulkit Gupta to act as Director of the Company in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Companies Act, 2013 to act as Director. The Company has also received declaration from him to the effect that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Pulkit Gupta fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Company has also received notice under section 160 of the Companies Act, 2013, from a member intending to nominate Mr. Pulkit Gupta to the office of Independent Director.

Mr. Pulkit Gupta, a commerce graduate, is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. He possesses a vast experience of more than 6 years in the areas of audit, taxation, corporate laws and compliances. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Pulkit Gupta would be immensely beneficial for the Company.

Mr. Pulkit Gupta, being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director of the Company to hold office for an initial term of 5 (Five) years effective from February 5, 2021 and shall not be liable to retire by rotation.

Copy of the draft letter for appointment of Mr. Pulkit Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on February 5, 2021 has approved the appointment of Mr. Pulkit Gupta as an Independent Director and recommends the ordinary resolution for the approval by the Shareholders of the Company.

Except Mr. Pulkit Gupta, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 3 of this Notice.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ICSI Secretarial Standard SS-2 are set out in the annexure to the explanatory statement.

The board recommends the resolution set forth in the item no. 3 for the approval of the members.

Item No. 4

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dhiraj Gupta as an Additional Director (Non-executive & Independent) with effect from August 13, 2021 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Dhiraj Gupta shall hold office upto the date of ensuing Annual General Meeting.

The Company has received consent in writing from Mr. Dhiraj Gupta to act as Director of the Company in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Dhiraj Gupta fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Company has also received notice under section 160 of the Companies Act, 2013, from a member intending to nominate Mr. Dhiraj Gupta to the office of Independent Director.

Mr. Dhiraj Gupta a commerce graduate (B.com) from Delhi University(SOL) and qualified Chartered Accountant from Institute of Chartered Accountants of India having experience of more than 3 years in various fields like accounting, Auditing, taxation matters, Consulting, etc. He has recently qualified LLB from ISBM University (Chattisgarh). Mr. Dhiraj Gupta is currently working as practicing Chartered Accountant in Delhi. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Dhiraj Gupta would be immensely beneficial for the Company.

Mr. Dhiraj Gupta, being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director of the Company to hold office for an initial term of 5 (Five) years effective from August 13, 2021 and shall not be liable to retire by rotation.

Copy of the draft letter for appointment of Mr. Dhiraj Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on August 13, 2021 has approved the appointment of Mr. Dhiraj Gupta as an Independent Director and recommends the ordinary resolution for the approval by the Shareholders of the Company.

Except Mr. Dhiraj Gupta, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4 of this Notice.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ICSI Secretarial Standard SS-2 are set out in the annexure to the explanatory statement.

The board recommends the resolution set forth in the item no. 4 for the approval of the members.

Item No. 5

During the year 2020-21, the Company has mainly dealt in the trading of commodities with Jindal Steel and Power Limited ("JSPL"). JSPL, a related party to the Company as per Indian Accounting Standard 24, has contributed significantly to the Company's revenue and profits during financial year 2020-21. The transactions were carried out based on competitive considerations, at arm's length and in the ordinary course of business.

As per regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the members by way of an ordinary resolution is required for material related party transactions (i.e. transactions exceeding 10% of the consolidated turnover of the Company as per the latest audited financial statements). Transactions between the Company and JSPL exceeded the threshold limit of 10% of the annual consolidated turnover during the financial year 2020-21 as detailed in the table below:

Name of related party	Name of Director/KMP interested	Nature of relationship	Nature of transaction	Value of transaction (Rs. in lakhs)	% of consolidated turnover (as per last audited balance sheet)
Jindal Steel and Power Limited	Dr. Aruna Oswal	Significant influence of close family member of director of Company	Sale of commodities	1448.89	35.76%

Material terms of the transactions with JSPL include the following:

- (i) All the transactions were on continuing basis and were undertaken at arm's length basis and in the ordinary course of business.
- (ii) The transactions were based on the purchase orders issued from time to time.

The aforesaid transactions were duly reviewed and approved by the Audit Committee and the Board of Directors at their respective meetings held on June 25, 2021.

Going forward, your Company proposes to carry on the aforesaid transactions with JSPL at arm's length basis and in the ordinary course of business. Further, for the period commencing from April 1, 2021, the Audit Committee/Board had recommended contracts/arrangements/transactions for consideration of the members on such terms and conditions as specified in the table below:

Name of related party	Name of Director/KMP interested	Nature of relationship	Aggregate maximum value of contract/arrangement in any financial year	Nature and material terms of contract/arrangement/transaction
Jindal Steel and Power Limited	Dr. Aruna Oswal	Significant influence of close family member of director of Company	100 crores	Transactions shall be in the nature of trading of goods/materials/commodities. They shall be executed at arm's length basis and in the ordinary course of business.

Any other information relevant or important for the members to take decision on the proposed resolution: None

In view of compliance with regulation 23 of Listing Regulations, approval of members for the above related party transactions is being sought by way of ordinary resolution. The proposal outlined above will contribute to the continuous growth in sales and profits of your Company and is in the interest of the Company. Hence the Audit Committee and Board recommend the resolution set out in the item no. 5 as an ordinary resolution. None of the related parties shall vote in the resolution.

Except Dr. Aruna Oswal, none of the Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

The board recommends the resolution set forth in the item no. 5 for the approval of the members.

By Order of the Board
For Oswal Agro Mills Limited

Sd/-
Gopal
Company Secretary
M. No. : A46740

Place : New Delhi
Date : August 25, 2021

ANNEXURE

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

Name of Director (DIN)	Dr. Aruna Oswal (DIN: 00988524)	Mr. Pulkit Gupta (DIN: 07026809)	Mr. Dhiraj Gupta (DIN: 09240964)
Category	Non-executive Non Independent Director	Non-executive Independent Director	Non-executive Independent Director
Date of Birth	March 31, 1951	September 2, 1989	April 17, 1990
Age	70	31	31
Qualification	MA (English)	Chartered Accountant	Chartered Accountant
Skills and capabilities required for the role and the manner in which proposed person meets such requirements	Dr. Aruna Oswal possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Human resource management e) Governance, Finance & risk management expertise f) Basic understanding of finance & risk	Mr. Pulkit Gupta possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Corporate Law e) Governance, Finance & risk management f) Basic understanding of finance & risk	Mr. Dhiraj Gupta possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Corporate Law e) Governance, Finance & risk f) Basic understanding of finance & risk
Date of first appointment on the Board	April 2, 2016	February 5, 2021	August 13, 2021
Relationship with Directors & KMPs	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company
Expertise in specific functional area	Commercial & Administrative	Audit, taxation & corporate laws	Audit, taxation & corporate laws
Details of Board/ Committee meetings attended by the Directors during the year	Board Meeting : 6 Committee Meeting : 7	Board Meeting : 1 Committee Meeting : 1	Not applicable
Listed entities from which the person has resigned in the past three years	None	Oswal Greentech Limited (resigned on February 5, 2021)	None
Terms & conditions of appointment along with remuneration	Dr. Aruna Oswal has been appointed as Chairperson & Director (Non-executive) of the Company w.e.f April 2, 2016.	Mr. Pulkit Gupta joined the Board of the Company w.e.f February 5, 2021 as Non-executive Independent Director. He is entitled to receive sitting fees for every meeting of Board and Committee attended by him.	Mr. Dhiraj Gupta joined the Board of the Company w.e.f August 13, 2021 as Non-executive Independent Director. He is entitled to receive sitting fees for every meeting of Board and Committee attended by him.
Name of companies in which he/ she holds Directorship	i) Oswal Greentech Limited ii) Lions India Education Promotion Council	i) Finconsult Startup Holdings Private Limited ii) Dutchuncle Tech Solutions Private Limited iii) Instabill Technologies Private Limited	-
Name of committees of the Companies of which he/she holds membership	Oswal Agro Mills Limited: i) Audit Committee ii) Corporate Social Responsibility Committee iii) Nomination and Remuneration Committee Oswal Greentech Limited i) Corporate Social Responsibility Committee	Oswal Agro Mills Limited: i) Audit Committee ii) Corporate Social Responsibility Committee iii) Nomination and Remuneration Committee iv) Stakeholders Relationship Committee	Oswal Agro Mills Limited: Audit Committee
No. of equity shares held	5,60,26,460 equity shares	NIL	NIL