



Oswal Agro Mills Limited

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; **Fax:** +91-11-23716276

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

NOTICE

Notice is hereby given that the 44th Annual General Meeting of **Oswal Agro Mills Limited** will be held on Thursday, August 08, 2024 at 3:00 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. To receive, consider and adopt the audited standalone and consolidated IND AS financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To appoint Mrs. Aruna Oswal (DIN: 00988524) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Omnibus approval of material related party transactions for the financial year 2024-25

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

"RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, of the Listing Regulations and the applicable provisions of the Companies Act, 2013 ("Act"), if any, read with related rules, if any, each as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the "Policy on Related Party Transactions" of the Company and pursuant to the approvals given by the Audit Committee and Board from time to time, consent of the Members of the Company, be and is hereby accorded to the Audit Committee and/or the Board of Directors of the Company for the transactions to be entered into by the Company, in the aggregate, for an amount upto Rs. 50 crores, with Jindal Steel & Power Limited during the financial year from April 1, 2024 to March 31, 2025, being a related party to the Company in which Director and their relatives have significant influence, at arm's length and in the ordinary course of business of the Company and accord further approval to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board from time to time, to exercise its powers conferred by this resolution), for finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transaction taken together or series of transactions or otherwise) with Jindal Steel & Power Limited, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/ arrangements/ transactions or otherwise, with respect to sale or purchase of goods and/or other transactions during the financial year 2024-25.

RESOLVED FURTHER THAT the Members of the Company do and hereby accord approval to the Board to all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or officer(s) of the Company, to give effect to the forgoing resolution and that all actions taken by the Board or any Committee/person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

4. Continuation of directorship of Mr. Anil Kumar Bhalla (DIN 00587533), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and other applicable provisions, if any, of the Listing Regulations and the applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules, if any, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors, the consent of the members be and is hereby accorded for continuing the directorship of Mr. Anil Kumar Bhalla (DIN: 00587533) as a 'Non-Executive and Non-Independent Director' of the Company on or after attaining the age of 75 Years during his tenure of directorship, on the basis of justification stated in the explanatory statement annexed to this notice hereto."

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies and to do all acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolutions."

5. To sell, lease or otherwise dispose of the whole or substantially the whole of movable or immovable property of the Company

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and regulation 37A and other applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to requisite statutory/ regulatory and other approvals, if any, as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall deemed to include any Committee thereof, which the Board may have constituted or hereinafter constituted) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person(s) to sell all or any of the immovable properties and/ or undertaking of the Company to such person(s) which shall include but not be limited to Financial Institution(s) or Bank(s) or Body Corporate(s) or Firm(s) or Trust(s) or such other person(s) as may be identified by the Board of Directors as prospective “Buyer” and on such consideration and other terms and conditions as may be mutually agreed between the Company and prospective buyer.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds or agreements as may be required and to do all such acts, deeds, matters or things, as it may in its absolute discretion deem necessary, proper or desirable in this regard.”

6. To approve appointment of Mr. Narinder Kumar (DIN:01936066) as Whole-time director and CEO of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Narinder Kumar (DIN:01936066) as Whole-time director designated as Executive Director and Chief Executive officer of the Company for a term of 3(three) years w.e.f August 08, 2024 and the remuneration being paid or provided to Mr. Narinder Kumar (DIN 01936066) as mentioned below including perquisites and on the terms and conditions as set out in letter of appointment.

1. Salary:

| | |
|------------------------|--|
| Basic Salary | Rs. 5,04,350 /- per month |
| HRA Allowance | Rs. 2,52,175/- per month as per the rules of the Company |
| TPT allowance | Rs. 2,500/- per month |
| Medical Allowance | Rs. 42,029/- per month as per the rules of the Company |
| Leave Travel Allowance | Rs. 42,029/- per month as per the rules of the Company |

2. Perquisites:

| | |
|-------------------|---|
| Bonus | The Whole-time director shall be entitled to bonus as per the policy of Company |
| PF, Gratuity etc. | The Whole-time director shall be entitled to the company’s contribution to provident fund and gratuity payable as per the policy of the Company |

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of Mr. Narinder Kumar to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provisions under the Act for the time being in force, provided, however, that the remuneration payable to Mr. Narinder Kumar shall be within the limits set out in the said Act including the Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the appointment letter issued by the company to Mr. Narinder Kumar shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the currency of his appointment as Whole-time director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Mr. Narinder Kumar as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

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

**Sd/-
Payal Goel
Company Secretary
M. No.: A71645**

Date : July 4, 2024
Place : New Delhi

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), is annexed hereto.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 and 10/2022 dated 28th December, 2022 and latest being Circular No. 09/2023 dated 25th September 2023 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 44th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only without physical presence of the members at a common venue. The deemed venue for the 44th AGM shall be the Registered Office of the Company.

ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

3. In compliance with above mentioned circulars of MCA and SEBI, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s) as on Friday, July 05, 2024 unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.oswalagromills.com, website 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 on the website of Company's Registrar and Transfer Agent (RTA), Skyline Financial Services Private Limited www.skylinerta.com.

However, the Shareholders of the Company may request physical copy of the Notice and Annual Report 2023-24 from the Company by sending a request at oswal@oswalagromills.com

4. Company has appointed Skyline Financial Services Private Limited, RTA, to provide video conferencing facility for the AGM and the attendant enablers for conducting the AGM.
5. The relevant details, pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment and continuation of Directorship at this AGM are also annexed to this Notice.
6. 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.
7. 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.
8. 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 Listing Regulations, 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 oswal@oswalagromills.com or to our registrar and share transfer agent at compliances@skylinerta.com for any grievances connected with electronic means.
9. The recorded transcript of the forthcoming AGM to be held on August 08, 2024 shall also be made available on the website of the Company www.oswalagromills.com as soon as possible after the meeting is over.
10. Since the AGM will be held through VC/ OAVM, the route map is not annexed in this notice.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, Memorandum of Association and Article of Association of the company and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and other relevant documents as mentioned in the proposed resolutions will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an email to oswal@oswalagromills.com.

12. The Register of Members and Share Transfer Register will remain closed from Friday, August 02, 2024 to Thursday, August 08, 2024, (both days inclusive).
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, as of the cut-off date will be entitled to vote through remote e-voting.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
15. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/ RTA.
16. In terms of regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; a claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5, the format of which is available on the Company's website under the weblink at www.oswalagromills.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at www.oswalagromills.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.
18. 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 from time to time.
19. 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.
20. As per the provisions of section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to optout or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.oswalagromills.com. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA/Company in case the shares are held in physical form, quoting their folio number.
21. Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at cs@oswalagromills.com till 5 p.m. (IST) on Monday, August 05, 2024.
22. Members who would like to ask questions during the 44th AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at cs@oswalagromills.com latest by 5 p.m. (IST) on Monday, August 05, 2024.
23. 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 a video/ camera along with good internet speed.
24. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
25. The remote e-voting period commences on Monday, August 05, 2024 at 09.00 am (IST) and ends on Wednesday, August 07, 2024 at 05.00 pm (IST)
 - (i) Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 01, 2024 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 send through e-mail and holding shares as of the cut-off date i.e. Thursday, August 01, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA at compliances@skyninerta.com 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. 022 - 4886 7000 and 022 - 2499 7000. 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. Thursday, August 01, 2024 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.
26. The Board of Directors vide its Resolution passed on June 12, 2024 has appointed Mr. Paramnoor Singh, Chartered Accountant in Practice (Membership no. 515572 and Managing Partner of M/s R Arora & Associates (FRN 005035N) as Scrutinizer 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 make, not later than two 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 him in writing and the Results shall be declared by the Chairperson or any person authorized by him 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 www.evoting.nsdl.com immediately after the declaration of Results and shall simultaneously be forwarded to National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the Company’s shares are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, August 05, 2024 at 09:00 A.M. and ends on Wednesday, August 07, 2024 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. Thursday, August 01, 2024 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 Thursday, August 01, 2024.

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. | <ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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 |

| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p> |

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 |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>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 and 022 - 2499 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>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</p> |

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
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 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:**
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 whose 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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms.Pallavi Mhatre) at evoting@nsdl.co.in.

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 Aadhar Card) by email to cs@oswalagromills.com.
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 Aadhar 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 AND ADDITIONAL DISCLOSURE AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 3

The Company is in the business of trading of commodities. Jindal Steel & Power Limited (JSPL), being a related party to the Company as per Indian Accounting Standard-24, in which one of the Director of the company and her relatives have significant influence, is engaged in the business of manufacturing of steel and iron commodities like rails, plates & coils, angles & panels etc. The transaction to be entered into with JSPL including but not limited to trading of commodities will be at arm's length prices and in the normal course of business. The total value of proposed transaction(s) with JSPL during the financial year 2024-25 upto Rs. 50 crores.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been amended which mandates the listed Company to take prior approval of members for material related party transactions if a transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Hence the omnibus approval of shareholders is being sought for the said related party transaction(s) proposed to be entered into by your Company with JSPL in the financial year 2024-25. The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in connection with the related party transactions with JSPL are as under:

| 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 & Power Limited | Mrs. Aruna Oswal | Significant influence of close family member | Rs. 50 crores for the financial year 2024-25 (or such extended period or time as may be decided by the Board of Directors and Audit Committee) | <p>Nature of transaction: Trading of goods or material (directly or through agent):</p> <p>Material terms:</p> <p>(I) Trading of commodities will be on order to order basis;</p> <p>(II) Trading of commodities will be on a continuous basis;</p> <p>(III) Trading of commodities will be at arm's length or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>(IV) No advance has been given for this transaction</p> <p>(V) Payment terms for the transaction shall be decided at par with the other customers.</p> |

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 proposals 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. 3 as an ordinary resolution. None of the related parties shall vote in the resolution.

Except Mrs. 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. 3 for the approval of the members.

Item No. 4

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless special resolution is passed to that effect.

Mr. Anil Kumar Bhalla (DIN: 00587533) 'Non-Executive and Non-Independent Director' will attain the age of 75 years during this year and hence, approval of the Shareholders by way of Special Resolution is required for continuation of his directorship on attaining age of 75 years.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee in their Board Meeting held on June 12, 2024 has recommended and approved continuation of office by Mr. Anil Kumar Bhalla as Non-Executive and Non-Independent Director of the Company, notwithstanding that he will attain age of 75 years subject to the prior approval of shareholders in the ensuing Annual General Meeting.

Under the stewardship of Mr. Anil Kumar Bhalla, our Company has won many achievements, and laurels. He is the man guiding the fortunes of the Company. He has been instrumental for planning and executing growth strategy for the Company and a pioneer of the towering establishment that our Company is.

Therefore, due to his valuable contributions and his experience and enduring guidance to the Company and pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and considering the recommendations made by the Nomination and Remuneration Committee, the Board considers his continuation on the Board of Directors of the Company.

Declarations: He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 In the opinion of the Board he fulfills the conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for his continuation as a Director on the Board of the Company.

Terms of Continuation of Directorship: Mr. Anil Kumar Bhalla will continue with his directorship in the Company on the same terms and conditions as exist of his original appointment dated May 19, 2007 and shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.

Brief resume and other details of Mr. Anil Kumar Bhalla are provided in **Annexure-1** to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Anil Kumar Bhalla, none of the other Directors or Key Managerial Personnel, of the Company or their relatives, is in any way, concerned or interested, financially or otherwise in the proposed Special Resolution, as set out in Item no. 4 of this Notice.

Item No. 5

As per provisions of section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

The relevant documents are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company.

Accordingly, pursuant to section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the property of the Company.

Below is the disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| S No. | Particulars | Details |
|-------|--|--|
| 1 | Object of sale of the property and use of proceeds arising from sale | The object behind the proposed sale of undertaking(s) of the Company is to raise fund for carrying out operations of the Company, to meet working capital requirement and general corporate purpose. |
| 2. | Commercial rationale for carrying out such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the entity, and the use of proceeds arising therefrom | The Company has conducted a thorough review of its strategic objectives and operational priorities and has thereafter determined that the said immovable properties or undertakings that were allocated to the Company for specific purposes, no longer align with the Company's current or future business focus. Hence, the Company has decided to divest its non-core undertakings with an aim to realign the company's asset base with its current business objectives and ensuring operational efficiency. |

Therefore, the Board recommends the resolution as set out at item no. 5 of this notice for your approval as a special resolution.

Item No. 6

Consequent to the retirement of Mr. Bholu Nath Gupta, Whole-time director and CEO of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on July 4, 2024, proposed the appointment of Mr. Narinder Kumar (DIN: 01936066) as Whole-time director and CEO of the Company for a period of three (3) years, commencing from August 8, 2024 subject to the approval of members of the Company and such other necessary approval(s) as may be required.

In terms of schedule V to the Companies Act, 2013 the relevant details are as under:

I. GENERAL INFORMATION

- (i) Nature of industry: Commodity trading and real estate
- (ii) Date of commencement of commercial production: 1980
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- (iv) Financial performance based on given indicators:

| Particulars for the financial year ended March 31, 2024 | ₹ in lakh |
|---|-----------|
| Revenue from operations (Gross) | 1,258.49 |
| Profit before tax & exceptional item | 393.36 |
| Exceptional item | 2.53 |
| Tax expense: | |
| Current: | 86.81 |
| Income tax for earlier years: | (51.00) |
| Deferred: | 179.66 |
| Profit after tax | 175.36 |

- (v) Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

- (i) **Background details:** Mr. Narinder Kumar is a seasoned executive with a robust academic foundation in commerce and finance. Holding a Bachelor's degree in Commerce from Guru Nanak Dev University, Amritsar Punjab in the year 1986, Mr. Kumar specializes in finance, equipping with the expertise required to navigate and excel in the complex world of corporate finance and management. With more than three decades of experience in the industry, Mr. Narinder Kumar has demonstrated exceptional leadership and strategic vision. His previous tenures includes pivotal role as Chief Financial Officer of P C Media Systems Limited from year 2019 to 2023, Vice-President (Finance) of Oswal Greentech Limited since December 2023, where he has driven significant growth and operational efficiencies.
- (ii) **Past remuneration:** It is case of fresh appointment.
- (iii) **Recognition or awards:** None
- (iv) **Job profile and his suitability:** Mr. Narinder Kumar specializes in finance, equipping with the expertise required to navigate and excel in the complex world of corporate finance and management. As a Whole-time director & CEO of Oswal Agro Mills Limited, Mr. Narinder Kumar would be responsible for overseeing the Company's overall operations, strategic planning and financial management. His finance specialization and a of more than 3 decades work experience would enable the Company to make informed decisions and foster sustainable growth. The Company expects to achieve new height under his guidance.
- (v) **Remuneration proposed:** The Nomination & Remuneration committee and the Board of Directors of the Company at their respective meetings held on July 04, 2024, approved the terms and remuneration of Mr. Narinder Kumar as Whole-time director and CEO of the Company for a term of three years commencing August 08, 2024 as under:

Salary:

| | |
|------------------------|--|
| Basic Salary | Rs. 5,04,350/- per month |
| Medical Allowance | Rs. 2,52,175/- per month as per the rules of Company |
| TPT Allowance | Rs. 2,500/- per month |
| Medical Allowance | Rs. 42,029/- per month as per the rules of Company |
| Leave Travel Allowance | Rs. 42,029/- per month as per the rules of Company |

Perquisites:

| | |
|-------------------|---|
| Bonus | The Whole-time director shall be entitled to bonus as per the policy of the Company |
| PF, Gratuity etc. | The Whole-time director shall be entitled to Company's Contribution to Provident Fund and Gratuity payable as per the policy of the Company |

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The Nomination & Remuneration Committee and the Board of the Company had, while approving and recommending the said remuneration of Mr. Narinder Kumar took into account the financial position and size of the Company, trend in other Companies, trends in the managerial remuneration, his qualifications, experience, past performance, past remuneration, profile and responsibilities.
- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**
Besides the remuneration proposed, Mr. Narinder Kumar doesn't have any pecuniary relationship directly or indirectly with the Company. Mr. Narinder Kumar is not related to any other Director or Managerial Personnel of the Company.

III. OTHER INFORMATION

- (i) **Reasons of loss or inadequate profits:** The Company has shown a profit from its operation in the current year and it is expected to earn profits in the future years also. The Company has accumulated losses incurred during previous years which are being set off annually.
- (ii) **Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms:** The Company is continually taking several initiatives in all spheres of its operations to improve the operational performance of the company and profits in measurable terms.

IV. DISCLOSURES:

Requisite details with respect to the remuneration of Directors and other connected matters are given in the Corporate Governance section of the Annual Report for the financial year 2023-24.

Relevant documents setting out the terms and conditions of the appointment of the Whole-time director and CEO of the Company would be available for inspection by the Members at the registered office/ administrative office of the Company on any working day during business hours.

Therefore, the Board recommends the resolution out at item no. 6 of this notice for your approval as a special resolution.

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

Sd/-
Payal Goel
Company Secretary
M. No.: A71645

Date : July 4, 2024
Place : New Delhi

ANNEXURE-1

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) | Mrs. Aruna Oswal (DIN: 00988524) | Mr. Anil Kumar Bhalla (DIN: 00587533) | Mr. Narinder Kumar (DIN: 01936066) |
| Category | Non-Executive Director | Non-Executive Director | Executive Director |
| Date of Birth & Age (years) | 31 st March 1951 (73 years) | 03 rd December 1949 (74 years) | 28th November 1965 (58 years) |
| Qualification | M.A. (English) | Commerce Graduate | Commerce Graduate |
| Brief resume and experience of the Director | <p>Aruna Oswal is the spouse of Shri Abhey Oswal. She holds degree of Master of Arts (English). She has been honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin Madison- USA on humanitarian grounds in August 2018. Recently she has been honoured as a Corona Warrior for her generous support to PM Relief Fund and reached out wherever possible for essentials, basic food & water distribution.</p> <p>She joined the Board of the Company in April 2016. Also, she holds the position of Chairman & Whole-time director in Oswal Greentech Limited since April 2016. She is also associated with Lions India Education Promotional Council.</p> | <p>Mr. Anil Kumar Bhalla, a commerce graduate, is associated with the Oswal Group since its inception and his proactive involvement in the affairs of the Company and immense knowledge about real estate sector has played a significant role in the growth of the Company over the last 3 decades. He holds the position of Managing Director & Chief Executive Officer of Oswal Greentech Limited.</p> <p>Mr. Anil Kumar Bhalla is also a member of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors.</p> | <p>Mr. Narinder Kumar is a seasoned executive with a robust academic foundation in commerce and finance. Holding a Bachelor's degree in Commerce from Guru Nanak Dev University, Amritsar Punjab in the year 1986, Mr. Kumar specializes in finance, equipping with the expertise required to navigate and excel in the complex world of corporate finance and management.</p> <p>With more than three decades of experience in the industry, Mr. Narinder Kumar has demonstrated exceptional leadership and strategic vision. His previous tenures includes pivotal role as Chief Financial Officer of P C Media Systems Limited from year 2019 to 2023, Vice-President (Finance) of Oswal Greentech Limited since December 2023, where he has driven significant growth and operational efficiencies.</p> <p>As a Whole-time director & CEO of Oswal Agro Mills Limited, Mr. Narinder Kumar would be responsible for overseeing the Company's overall operations, strategic planning and financial management. His finance specialization and a vast work experience would enable the Company to make informed decisions and foster sustainable growth</p> |
| Date of first appointment on the Board | April 02, 2016 | May 19, 2007 | Mr. Narinder Kumar shall be appointed as Whole-time director & CEO of the company w.e.f August 08, 2024, subject to shareholder approval |
| Relationship with other Directors inter-se and Key Managerial Personnel | None | None | None |
| Expertise in specific functional area | Commercial & Administrative | Commercial & Administrative | Finance & Administration |
| Details of Board meetings attended by the Directors during the year | 3 | 4 | NA |

Oswal Agro Mills Limited

| | | | |
|--|--|---|---|
| Terms & conditions of appointment along with remuneration | Non-executive Director, liable to retire by rotation | Non-executive Director, liable to retire by rotation | Executive Director, liable to retire by rotation |
| Remuneration last drawn (including sitting fee during FY-23-24) (Rs. in lakhs) | NIL | NIL | NIL |
| Remuneration proposed to be paid | NIL | NIL | Mentioned in explanatory statement for item no. 6 |
| 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 (Listed) | Oswal Greentech Limited (Listed) | NA |
| List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held | <p>Oswal Agro Mills Limited</p> <ul style="list-style-type: none"> Member of Nomination Remuneration Committee Member of Audit Committee Chairperson & member of Corporate Social Responsibility Committee till March 31, 2024 <p>Oswal Greentech Limited</p> <ul style="list-style-type: none"> Chairperson & member of Corporate Social Responsibility Committee till March 31, 2024 | <p>Oswal Agro Mills Limited</p> <ul style="list-style-type: none"> Chairman of Stakeholders Relationship Committee Member of Corporate Social Responsibility Committee <p>Oswal Greentech Limited</p> <ul style="list-style-type: none"> Member of Stakeholders Relationship Committee Member of Corporate Social Responsibility Committee Member of Risk Management committee | NA |
| No. of equity shares held | 5,60,26,460 Equity Shares | NIL | 100 Equity Shares |

As per latest disclosure received from the Director.