

OSWAL AGRO MILLS LIMITED

Corporate Identification No (CIN) L15319PB1979PLC012267

Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road,
Ludhiana- 141003 (Punjab), Ph No- 0161-2544313

Head Office: 7th Floor, Antriksh Bhawan, 22, K. G. Marg, New Delhi-110001
Phone No: 011-23715242, Fax No: 011-23716276

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

NOTICE OF THE MEETING

Notice is hereby given that the 36th Annual General Meeting of the Company will be held on Thursday, the 29th day of September, 2016 at 12.30 P.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana -141003 (Punjab), to transact the following Business:

ORDINARY BUSINESS:

- To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution:
"RESOLVED THAT the Company's Audited Financial Statements (Including Consolidated Financial Statements) as at 31st March, 2016 together with Directors' and Auditors' Report thereon, be and are hereby approved and adopted."
- To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution:
"RESOLVED THAT Mr. Bhola Nath Gupta (DIN 00562338), who retires from the office of Director by rotation in this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed, whose office is liable to retire by rotation."
- To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 ("Act") and the rules made there under M/s T R Chadha & Co LLP Chartered Accountants (A Limited Liability Partnership with LLP Identification No. AAF-3926 and ICAI Firm Registration No. 006711N/N500028) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and that the Board of Directors, be and are hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with Auditors."

SPECIAL BUSINESS:

- Appointment of Mrs. Aruna Oswal (DIN 00988524) as Non-Executive Non-Independent Director and Chairperson 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 pursuant to the provisions of Sections 152, 160 and 149 of the Companies Act, 2013 read with Rules and Articles of Association of the Company, Mrs. Aruna Oswal (DIN 00988524) who was appointed as additional director of the Company and whose period of office expires on the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director and Chairperson of the Company whose period of office shall be liable to retire by rotation."

- Appointment of Mr. Vikram (DIN 07555192) 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 pursuant to the provisions of Sections 152, 160, 149 and Schedule IV of the Companies Act, 2013 read with Rules made there under and Articles of Association of the Company, Mr. Vikram (DIN 07555192) who was appointed as additional director of the Company and whose period of office expires on the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation."

- Appointment and fixation of Remuneration of Mr. Bhola Nath Gupta (DIN 00562338) as Chief Executive Officer and Whole Time Director.**

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 197 read with Schedule V and Section 203 of the Companies Act, 2013 and applicable Rules and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the appointment and remuneration of Mr. Bhola Nath Gupta as Chief Executive Officer and Whole Time Director of the Company w.e.f. 1st October, 2016 to 30th September, 2019 at remuneration as below as approved by the Board:

Salary and Allowances:

Basic salary	Rs. 95,300/- per month
House Rent Allowance	Rs. 47,650/- per month
TPT	Rs. 800/- per month
Medical Allowance	One month salary, P.A. as per rules of the Company
Leave Travel Allowance	One month salary, P.A. as per rules of the Company
Bonus	As per Company's Policy
PF, Gratuity etc.	Company's Contribution to Provident Fund, Gratuity payable and Encashment of un-availed leave, ex gratia and re-imbursement of expenses as per Rules of the Company.

RESOLVED FURTHER THAT all other terms and conditions pertaining to the appointment and remuneration of Mr. Bhola Nath Gupta (DIN 00562338), Chief Executive Officer and Whole Time Director of the Company are to be governed by the letter of appointment issued by the Company and duly accepted by Mr. Bhola Nath Gupta.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration in the said letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force, provided however that the remuneration payable shall be within the limits set out in the said Act including the said 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 aforesaid letter between the Company and Mr. Bhola Nath Gupta 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 terms of Mr. Bhola Nath Gupta as CEO and Whole Time Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Mr. Bhola Nath Gupta 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."

By Order of the Board
For Oswal Agro Mills Limited

Pooja Daid
Company Secretary

Place : New Delhi
Dated : 29.06.2016

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of himself / herself and the proxy need not be a member. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and form part of this Notice.
3. As per the requirement of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment of the Director(s)/re-appointment of the retiring Director(s), a statement containing details of the concerned Director(s) is provided herewith.
4. Corporate members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).
7. Cut-Off Date:
 - i) The notice is being sent to all the members, whose name appears as on 12th August, 2016 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of the Company.
 - 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 Thursday, 22nd September 2016 (the "Cut-Off Date"), only shall be entitled to vote through Remote e-voting and at the AGM of the Company. The voting rights of Members shall be in proportion to the number of shares held by them as on the cut-off Date.
8. The Members are requested to:
 - (a) Take the advantage of dematerialization of shares as Company's scrip has been put under the compulsory dematerialization. Shareholders are requested to get in touch with any Depository Participant for getting the shares dematerialized.
 - (b) Bring their copy of Annual Report at the Annual General Meeting.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. A consolidated share certificate will be returned to such member after making requisite changes thereon.
10. Members intending to seek any clarification on the accounts in the meeting are requested to inform the Company at least 10 days in advance from the date of the Annual General Meeting.
11. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail id by sending written requests to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and to the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents/all communications including Annual Report, Notices, circulars etc. electronically.
12. The notice of the AGM along with the Annual Report for the financial year 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on all working days except Sundays and other holidays up to the date of the Annual General Meeting.
14. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case, their shares are held in the dematerialized form, they must quote their client ID Number and their DP ID Number.



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15. Members may please note that no gifts/gift coupons shall be distributed at the venue of the Annual General Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the Annual General Meeting.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc. from the Company in electronic mode.

19. Remote e-voting Facility

In accordance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the facility for voting by electronics means (Remote e-voting) to all its members. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional and not mandatory. The process and manner of Remote e-voting are as under:-

- a) In case, member receive e-mail from NSDL (for Members whose email addresses are registered with the Company/Depository Participant(s)), the member should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
- b) In case, member receives AGM Notice in physical form (for Members whose email addresses are not registered with the Company/Depository Participants), the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Annual Report.
- c) In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) and (b), then they shall contact the NSDL on toll free no. 1800-222-990.
- d) The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No. 19 (a) and 19(b) above:
 - i. Open internet browser and type the following URL: <http://www.evoting.nsdl.com>
 - ii. Click on Shareholder – Login
 - iii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - iv. If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 19 (a) above) or in physical form (as per Sr. No. 19 (b) above), as the case may be.
 - v. Password change menu will appear on your screen. Change to a new password of your choice, ensure that it contains a minimum of 8 digit or characters or a combination of both. Please keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
 - vii. Select "EVEN" (e-voting Event Number) of Oswal Agro Mills Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. The voting rights of the shareholders shall be reckoned in proportion to their shares held in the total paid up equity share capital of the Company as on cut-off date i.e., 22nd September, 2016.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. Corporate/Institutional members (i.e. other than Individuals, HUF/NRI etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in and a copy to cs@oswalagromills.com of the Company.
- e) The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
- f) The remote e-voting period shall commence on Monday, 26th September, 2016 (9.00 A.M.) and ends on Wednesday, 28th September, 2016 (5.00 P.M.). Thereafter, the remote e-voting facility will be blocked.
- g) Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 22nd September, 2016, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
- h) In case of any queries, you may refer the Frequently Asked Question (FAQs) – Shareholders and remote e-voting user manual– Shareholders, available at the downloads section of www.evoting.nsdl.com
- i) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- j) Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share transfer agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Ballot paper.

- k) The Company has appointed Mr. Paramnoor Singh, Practicing Chartered Accountant, Membership No 515572 as 'Scrutinizer' for conducting and scrutinizing the voting process (Ballot Paper as well as Remote e-voting) in a fair and transparent manner.
- l) The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.
- m) The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.oswalagromills.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be forwarded to Stock Exchange.

INFORMATION REQUIRED TO BE FURNISHED IN PURSUANCE OF REGULATION 36 OF SEBI LISTING REGULATIONS, 2015 WITH STOCK EXCHANGES

Brief Resume of the person to be appointed/re-appointed as Director:

1. MR. BHOLA NATH GUPTA

Mr. Bhola Nath Gupta is 66 years of age. He was appointed on the Board of the Company w.e.f. 14th May, 2004. He is a qualified engineer and MBA also in the field of finance from the Punjab University. He has good knowledge in the field of finance. He has 41 years of experience in the field of commercial and general administration also. He is a member of Audit Committee, Investor Grievance Committee and Share Transfer Committee in your Company.

2. MRS. ARUNA OSWAL

Mrs. Aruna Oswal is the wife of famous Industrialist Late Mr. Abhey Kumar Oswal. She holds the degree of Master of Arts. She is associated with the Company since long time. The Oswal's under her leadership donated US \$ 3.2 Million to Lions Club International for establishing 4 Mega Eye Care Hospitals in India. She is presently a Board appointee Lions Club International Foundation serving as Vice Chairperson steering Committee. She is head trustee of Loomba Foundation in India. The Foundation works majorly to provide education to children of widows and program of women empowerment. She is acting as a Co-president and international trustee to World Council of Religion for Peace. She is also representing as Vice President to the World Jain Confederation and supporting their philosophy which benefits the community at large. She is representing the Board on Women Task Force at PHD family welfare. Aruna Oswal is always proud of Abhey Oswal who has remained with her throughout her success. She is having the expertise in the financial and legal matters of the Company. She also looks after the administrative work of the Company.

She is a Whole Time Director and Committee Member on the Board of Oswal Greentech Limited. She is member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Share Transfer Committee of your Company. She being a promoter of your Company also holds 56,026,460 shares of the Company.

3. MR. VIKRAM

Mr. Vikram is 33 years of age. He is a Commerce graduate and a member of the Institute of Chartered Accountants of India. He has good knowledge in the field of finance, taxation, company law matters, commercial matters. and general administration also. He does not holds the Directorship and Committee Membership of any other listed entity. He is a member of Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee in your Company. Neither he nor any of his family members hold any shares of your Company.

STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to SECTION 102 of the Companies Act, 2013)

ITEM NO 4:

Mrs. Aruna Oswal was appointed as an Additional Director of the Company w.e.f. 2nd April, 2016, and pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Rules and Articles of Association of the Company, she shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting.

The Company has received notice in writing from one of the members in compliance with the provisions of Section 160 of the Companies Act, 2013 read with rules proposing his candidature for the office of Director of the Company.

The Board also considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Mrs. Aruna Oswal. Accordingly, the Board recommends her appointment as a Director of the Company whose period of office shall be liable to retire by rotation.

In the opinion of the Board, the Director fulfills the conditions specified in the Act and the rules framed there under and the SEBI Listing Regulations, 2015 for being appointed as Non-Executive Non-Independent Director and Chairperson of the Company and the appointment is now being placed before the Members for their approval.

Except Mrs. Aruna Oswal and her relatives, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no 4. The Board recommends the resolution for your approval.

Mrs. Aruna Oswal is also member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee in your Company. She is the Promoter of the Company.

ITEM NO 5:

Mr. Vikram was appointed as an Additional Director of the Company w. e. f. 29th June, 2016 and pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing stating that he meets the criteria of independence as provided under Section 149 (6) of the Act.



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The Company has received notice in writing from one of the members in compliance with the provisions of Section 160 of the Companies Act, 2013 read with rules made thereunder, proposing his candidature for the office of Director of the Company.

The Board also considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Mr. Vikram. Accordingly, the Board also recommends his appointment as an Independent Director of the Company to hold office for 5 consecutive years, not being liable to retire by rotation.

In the opinion of the Board, the Director fulfills the conditions specified in the Act and the rules framed there under and the SEBI Listing Regulations, 2015 for being appointed as Non-Executive Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment is now being placed before the Members for their approval.

Except Mr. Vikram and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no 5. The Board recommends the resolution for your approval.

ITEM NO 6

Mr. Bhola Nath Gupta, (DIN 00562338) was appointed as Chief Executive Officer and Director of the Company w.e.f. 1st April, 2014 for a period of 3 years. The tenure of Mr. Bhola Nath Gupta is going to complete on 31st March, 2017. Due to his valuable contribution in the growth of the Company, the Board of Directors of your Company proposed the appointment of Mr. Bhola Nath Gupta as Chief Executive Officer and Whole Time Director of your Company for a period of 3 years commencing from 1st October, 2016 to 30th September, 2019 without making any modification in his existing salary as also stated in Resolution No. 6 above which is within the limits as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

The Board recommends the passing of the Resolution No. 6, by way of Special Resolution as per requirement of Companies Act, 2013, for approval. The Board of Directors has already approved the remuneration and in compliance with provisions of Section 197 read with Schedule V of the Companies Act, 2013 read with rules made thereunder, a special resolution is required to be passed by the Members in the ensuing Annual General Meeting. Your approval is being sought for passing the Special Resolution as set out in this Notice.

None of the Directors and their relatives, except Mr. Bhola Nath Gupta (DIN 00562338), is interested or concerned in the resolution.

By Order of the Board
For Oswal Agro Mills Limited

Pooja Daid
Company Secretary

Place : New Delhi
Dated : 29.06.2016