

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

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

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of Oswal Agro Mills Limited will be held on Wednesday, September 28, 2022 at 3:00 P.M. (IST) through video conferencing ("VC") /other audio - visual Means ("OAVM"), 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, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhola Nath Gupta (DIN: 00562338) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, with the continuation of such directorship being subject to the fulfilment of requirements under applicable laws, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015).

3. Appointment of Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Oswal Sunil & Company, Chartered Accountants, (FRN: 016520N) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 47th AGM to be held in the year 2027, at such remuneration, as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:**4. Appointment of Mr. Himanshu Agarwal (DIN: 09643966) 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 a special resolution:

"RESOLVED THAT Mr. Himanshu Agarwal (DIN: 09643966), who was appointed as an Additional and Independent Director on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and whose term of office expires at this Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and the SEBI Listing Regulations, 2015 and who is eligible for appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as a Non-executive Independent Director of the Company for an initial term of 5 (Five) years effective from July 6, 2022, not liable to retire by rotation.

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

5. Re-Appointment of Mr. Mohinder Pal Singh (DIN: 08155393) 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 a special resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Mohinder Pal Singh (DIN: 08155393), as an Independent Director of the Company for second and final term of five years commencing with effect from July 6, 2023 till July 17, 2028.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Mohinder Pal Singh (DIN: 08155393) as an Independent Director of the Company."

6. Re-appointment and revision in remuneration of Mr. Bhola Nath Gupta (DIN 00562338) as Wholetime 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 provisions of Section 196, 197, 198, 203 read with Schedule V to the Companies Act 2013 ("the Act") read with Rules made thereunder and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to other necessary approvals as may be required, consent and approval of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Bhola Nath Gupta (DIN 00562338), who has attained the age of 70 years, as Wholetime Director and CEO of the Company for another term of three years w. e.f. October 1, 2022 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Mr. Bhola Nath Gupta (DIN 00562338), with effect from October 1, 2022, as mentioned below including perquisites and on the terms and conditions as set out in the letter of re-appointment.

1. **Salary:**

Basic Salary	Rs. 1,59,830/- per month
House Rent Allowance	Rs. 79,915/- per month
TPT Allowance	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 and approved by the Board
PF, Gratuity etc.	Company's contribution to Provident Fund, Gratuity payable and Encashment of un-availed leaves, ex-gratia and reimbursement of expenses as per Rules 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. Bhola Nath Gupta 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. Bhola Nath Gupta shall be in terms of 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. 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 currency of his appointment as Wholtime Director & CEO, 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 be as 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 acts and take such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

7. **Omnibus approval of material related party transaction for the financial year 2022-23**

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

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time and regulations 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, consent of the members of the Company be and is hereby accorded for omnibus approval for transactions to be entered into upto Rs. 60 crores, with Jindal Steel & Power Limited, being a related party in which Director and her relatives have significant influence, during the financial year from April 1, 2022 to March 31, 2023 and also 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 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 including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period notwithstanding the fact that all these transactions during the financial year 2022-23, in aggregate have exceeded 10% of the annual consolidated turnover of the Company for the relevant year.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify, approve and also accord further 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 this resolution."

8. **Approval for contribution to charitable funds**

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

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors in case of loss or inadequate profit for contributing and/ or subscribing from time to time in any financial year to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trusts/entities not directly relating to the business of the Company or the welfare of its employees up to an aggregate maximum amount permissible under Section 181 of the Companies Act, 2013 without the approval of the Shareholders exceeding by a sum of Rs. 5,00,00,000/- (Rupees Five Crores only) in each financial year as may be considered proper by the Board of Directors notwithstanding that such amount in any financial year may exceed five per cent of the average net profits of the Company during the three financial years immediately preceding or such sum as may be prescribed under the Companies Act, 2013 or the relevant regulations."

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

Sd/-
Anjali Aggarwal
Company Secretary
M. No.: A48619

Date : August 29, 2022
Place : New Delhi

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the item no. from 3 to 8.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted for holding the Annual General Meeting ("AGM") through VC / OAVM without physical presence of the members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. As per the MCA Circulars and Securities and Exchange Board of India ("SEBI") Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 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.
4. Company has appointed Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, to provide video conferencing facility for the AGM and the attendant enablers for conducting the AGM.
5. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may write to Company at 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 on September 28, 2022 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 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 Thursday, September 22, 2022 to Wednesday, September 28, 2022, (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 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 Skyline Financial Services Private Limited, 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. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

- (i) **For shares held in electronic form:** to their Depository Participants (DPs);
- (ii) **For shares held in physical form:** to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters to shareholders for furnishing the required details.
16. 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 the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, 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 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 notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Skyline Financial Services Private Limited, for assistance in this regard.
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.
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. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13.
21. The remote e-voting period commences on Sunday, September 25, 2022 at 09.00 am (IST) and ends on Tuesday, September 27, 2022 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. Wednesday, September 21, 2022 may opt for remote e-voting and cast their vote electronically.
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
- (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 21, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA at compliances@skylinerta.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. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, September 21, 2022 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.
22. The Board vide its Resolution passed on August 29, 2022 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 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman 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 immediately after the declaration of Results by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Sunday, September 25, 2022 at 09:00 A.M. (IST) and ends on Tuesday, September 27, 2022 at 05:00 P.M. (IST)The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 21, 2022,

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 Wednesday, September 21, 2022.

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"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL at https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL mobile app is available on Apple App Store and Google Play Store.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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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 who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.:- +91-22-24994545, +91-22-24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the cs@oswalagromills.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhaar Card) by email to cs@oswalagromills.com or
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to cs@oswalagromills.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@oswalagromills.com. The same will be replied by the company suitably.

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

Item No. 3

Members of the Company at the 37th Annual General Meeting (AGM) held on September 28, 2017 approved the appointment of M/s Agarwal & Dhandhanian, Chartered Accountants (Registration No. 125756W) as the Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting.

Existing term of M/s Agarwal & Dhandhanian, Chartered Accountants is going to complete on conclusion of this Annual General Meeting on September 28, 2022. The Board of Directors of the Company ("the Board"), at its meeting held on August 29, 2022 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s Oswal Sunil & Company, Chartered Accountants (Registration No. 016520N), as Statutory Auditors of the Company in place of the Retiring Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 47th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s Oswal Sunil & Company, Chartered Accountants, founded in 1999, has its head office in New Delhi and has diversified client base of large corporates in different sectors. M/s Oswal Sunil & Company, Chartered Accountants have consented to their appointment as Auditor and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

M/s Oswal Sunil & Company, Chartered Accountants, have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2022-23 is Rs. 7 lakhs. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2022-23 and the remuneration paid to the Retiring Auditors for the financial year 2021-22. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Himanshu Agarwal (DIN: 09643966) as an Additional Director (Non-executive & Independent) with effect from July 6, 2022 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Himanshu Agarwal shall hold office only upto the date of ensuing Annual General Meeting.

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

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

Mr. Himanshu Agarwal, a commerce graduate, is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He possesses a vast experience of around 4 years in the areas of audit, taxation, corporate laws and compliances. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Himanshu Agarwal would be immensely beneficial for the Company.

Oswal Agro Mills Limited

Mr. Himanshu Agarwal, being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director of the Company to hold office for an initial term of 5 (Five) years effective from July 6, 2022 and shall not be liable to retire by rotation.

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

The Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on August 29, 2022 has approved the appointment of Mr. Himanshu Agarwal as an Independent Director and recommends the special resolution for the approval by the Shareholders of the Company.

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

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the explanatory statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the integrated Annual Report of the Company.

The Board recommends the resolution set forth in the item no. 4 as special resolution for the approval of the members.

Item No. 5

The Board of Directors at its meeting held on July 6, 2018 had appointed Mr. Mohinder Pal Singh as an Additional Director (Non-executive and Independent) of the Company to hold office till the next Annual General Meeting.

Further, the Members at the Annual General Meeting held on September 27, 2018 appointed Mr. Mohinder Pal Singh as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Mohinder Pal Singh, as an Independent Director is due for expiry on July 5, 2023. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Mohinder Pal Singh to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Mohinder Pal Singh during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on August 26, 2022 has considered, approved and recommended the re-appointment of Mr. Mohinder Pal Singh as an Independent Directors for a second term of five years with effect from July 6, 2023, to the Board of Directors for their approval.

The Board of Directors at its meeting held on August 29, 2022 has approved the proposal for reappointment of Mr. Mohinder Pal Singh as an Independent Director for a second term of five consecutive years with effect from July 6, 2023. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Mohinder Pal Singh, the Shareholders are requested to approve the re-appointment of Mr. Mohinder Pal Singh as an Independent Directors for a second term of five consecutive years with effect from July 6, 2023.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 5 of the notice. Except Mr. Mohinder Pal Singh, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution

Item No. 6

Mr. Bhola Nath Gupta (DIN: 00562338) was re-appointed as Wholetime Director and CEO of the Company for a term of three years w.e.f October 1, 2019 by means of special resolution passed by the members at annual general meeting held September 25, 2019. Accordingly, his present tenure will determine on September 30, 2022.

The Board of Directors of the Company pursuant to the provisions of section 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 ("the Act"), rules made thereunder and all other applicable provisions and upon the recommendation of Nomination & Remuneration Committee has re-appointed Mr. Bhola Nath Gupta as Wholetime Director & CEO of the Company, for a term of three years w.e.f October 1, 2022 on the terms and remuneration as recommended by the Nomination & Remuneration Committee of Directors, set out hereunder 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 Act, the relevant details are as under:

I. GENERAL INFORMATION

- (i) Nature of industry: Commodity trading and real estate
- (ii) Date or expected 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, 2022	₹ in lakh
Revenue from operations (Gross)	2367.76
Profit before tax	323.16
Tax expense	
Current:	92.31
Deferred:	39.69
Profit after tax	270.54

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

II. INFORMATION ABOUT THE APPOINTEE:

- (i) **Background details:** Mr. Bhola Nath Gupta holds bachelors degree in Agricultural Engineering and masters degree in finance, has been associated with the Oswal Group since more than a decade and his proactive involvement in the affairs of the Company and immense knowledge about real estate and trading sector has played a significant role in the growth of the Company over the last decade. He holds the position of Wholetime Director & Chief Executive Officer of Oswal Agro Mills Limited.

As Chief Executive Officer, Mr. Bhola Nath Gupta is responsible for maximising the entity's value including revenues, market share, share price etc. and to oversee the operations in all departments and making sure that the long term roles of the Company are realised. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Bhola Nath Gupta would be immensely beneficial for the Company.

- (ii) **Past remuneration:** Mr. Bhola Nath Gupta was re-appointed as Wholetime Director & CEO of the Company for a term of three years w.e.f October 1, 2019 by the members at the annual general meeting held on September 25, 2019. During the year 2021-22, he received Rs. 31.02 lakhs as remuneration.
- (iii) **Job profile and his suitability:** As per details hereinabove given in the explanatory statement to this notice.
- (iv) **Remuneration proposed:** As per details hereinabove given in the explanatory statement of this notice.
- (v) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration payable to the Director has been benchmarked with the remuneration being drawn by similar positions and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on August 26, 2022 and by the Board of Directors at their meeting held on August 29, 2022.
- (vi) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**

Besides the remuneration proposed, Mr. Bhola Nath Gupta doesn't have any pecuniary relationship directly or indirectly with the Company, except to the extent of his remuneration being withdrawn from the Company. Mr. Bhola Nath Gupta 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:** Despite the challenging times posed by COVID-19 pandemic, 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 2021-22.

Relevant documents setting out the terms and conditions of the re-appointment of the Wholetime 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.

The Board recommends the resolution set forth in the item no. 6 for approval by the Members.

Item No. 7

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 Director 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 2022-23 may reach to Rs. 60 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. These amendments have been made effective from April 1, 2022.

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 2022-23. 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 per transaction in any financial year	Nature and material terms of contract/ arrangement/ transaction
Jindal Steel and Power Limited	Dr. Aruna Oswal	Significant influence of close family member	60 crores for the financial year 2022-23 (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. 7 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. 7 for the approval of the members.

Item No. 8

Section 181 of the Companies Act, 2013 enables the Company to make contributions to bona fide charitable and other funds, subject to the approval of the members in general meeting in case such contribution exceeds 5 per cent of the Company's average net profits for 3 immediately preceding financial years. Consequently, the Board of Directors of the Company proposes the above resolution as an Ordinary Resolution for approval of the members for making contribution exceeding the limits as set out in section 181 in case of loss or inadequate profit by a sum of Rs. 5,00,00,000/- (Rupees Five Crores only).

The Board recommends the resolution set forth in the item no. 8 for the approval of the members.

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

**Sd/-
Anjali Aggarwal
Company Secretary
M. No.: A48619**

Date : August 29, 2022
Place : New Delhi

ANNEXURE

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

Name of Director (DIN)	Mr. Bhola Nath Gupta (DIN: 00562338)	Mr. Himanshu Aggarwal (DIN: 09643966)	Mr. Mohinder Pal Singh (DIN: 08155393)
Category	Executive Director	Non-executive Independent Director	Non-executive Independent Director
Date of Birth	March 14, 1950	January 6, 1993	February 28, 1983
Age	71	29	39
Qualification	B. Sc. Agri. Engg. & MBA Finance	Chartered Accountant	Commerce graduate and CA (Inter)
Skills and capabilities required for the role and the manner in which proposed person meets such requirements	Mr. Bhola Nath Gupta possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market Expertise d) Human resource management e) Governance, finance & risk management expertise f) Basic understanding of finance and risk	Mr. Himanshu Aggarwal possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market Expertise d) Human resource management e) Governance, finance & risk management expertise f) Basic understanding of finance and risk	Mr. Mohinder Pal Singh possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market Expertise d) Human resource management e) Governance, finance & risk management expertise f) Basic understanding of finance and risk
Date of first appointment on the Board	May 14, 2004	July 6, 2022	July 6, 2018
Relationship with Directors & KMPs	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company
Expertise in specific functional area	Commercial & Administrative	Audit, taxation & corporate laws	Audit, taxation & corporate laws
Details of Board/ Committee meetings attended by the Directors during the year	Board Meeting: 4 Committee Meeting: 5	Not applicable	Board Meeting: 4 Committee Meeting: 6
Listed entities from which the person has resigned in the past three years	None	None	None
Terms & conditions of appointment along with remuneration	Mr. Bhola Nath Gupta has been appointed as Wholetime Director & CEO of the Company w.e.f. April 1, 2014.	Mr. Himanshu Aggarwal joined the Board of the Company w.e.f July 6, 2022 as Non-executive Independent Director. He is entitled to receive sitting fees for every meeting of Board and Committee attended by him.	Mr. Mohinder Pal Singh joined the Board of the Company w.e.f. July 6, 2018 as Non-executive Independent Director. He is entitled to receive sitting fees for every meeting of Board and Committee attended by him.
Name of companies in which he/ she holds Directorship	None	None	None
Name of committees of the Companies of which he/ she holds membership	Oswal Agro Mills Limited Stakeholders Relationship Committee	Oswal Agro Mills Limited: i) Audit Committee ii) Corporate Social Responsibility Committee iii) Nomination & Remuneration Committee iv) Stakeholders Relationship Committee	Oswal Agro Mills Limited: (i) Audit Committee (ii) Nomination & Remuneration Committee
No. of equity shares held	NIL	NIL	NIL