Oswal Agro Mills Limited

OSWAL AGRO MILLS LIMITED

Corporate Identification No (CIN) L15319PB1979PLC012267
Regd. Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003(Pb.)
Phone No. 0161-2544313
Email: oswal@oswalagromills.com Website: www.oswalagromills.com

NOTICE OF THE MEETING

Notice is hereby given that the 34th Annual General Meeting of the Company will be held on Tuesday, the 30th day of September, 2014 at 1.00 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:

1. **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 Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss as at 31st March, 2014 and the audited Cash Flow Statement for the financial year ended on that date together with Directors' and Auditors' Report thereon be and are hereby approved and adopted."

2. **To consider and, if thought fit, to pass, with or without modifications, if any, the following as an Ordinary Resolution:**

   "**RESOLVED THAT** Mr. Abhey Kumar Oswal (DIN 00589130), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment."

3. **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 framed there under M/s T. R Chadha & Co., Chartered Accountants (ICAI Firm Registration No.006711N) 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 AGM of the Company, subject to ratification of appointment by members at every Annual General Meeting held after this Annual General Meeting and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with Auditors."

SPECIAL BUSINESS:

4. **APPONITMENT OF MR ANUJ SHARMA (DIN 06890713) AS AN 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 Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, read with Schedule IV to the Companies Act, 2013 as amended from time to time, Mr. Anuj Sharma (DIN 06890713) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27th June, 2014 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing containing declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto 31st March, 2019, not liable to retire by rotation."

By Order of the Board
For Oswal Agro Mills Limited

Place : New Delhi
Date : 24.07.2014

R.P. Jolly
Company Secretary

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 him 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 forms part of this Notice.
3. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors(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 2014 to 30th September 2014 (both days inclusive).
7. 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.

8. 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.
9. 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. A copy of the Balance Sheet as at 31.03.2014 and Statement of Profit & Loss for the year ended on that date together with the Independent Auditors' Report and the Directors' Report thereon, are also enclosed.
10. As per the green initiative taken by the MINISTRY OF CORPORATE AFFAIRS, the shareholders are advised to register their e-mail ids 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.
11. The notice of the AGM along with the Annual Report for the financial year 2013-14 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.
12. 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.
13. 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.
14. Members may please note that no gifts/gift coupons shall be distributed at the venue of the Annual General Meeting.
15. The Securities & 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.

16 (i) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronics means (e-voting) to all its members. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. The facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of e-voting	:	From 9.00 A.M. on 22ND September, 2014
End of e-voting	:	Upto 6.00 P.M. on 24TH September, 2014

E-voting shall not be allowed beyond 6.00 p.m. on 24TH September, 2014. During the E-voting period, the shareholders of the company holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut- off date, may cast their vote electronically. The cut-off date of e-voting is 8TH August, 2014.

(ii) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronics registry in the centralized server with adequate 'cyber security'.

It also help the shareholders to cast their vote from anywhere and at any time during E-voting period.

Process/Manner of e-voting For the Shareholders:

The detailed instructions for E-voting have been given separately in the E-voting form, enclosed herewith.

In case of any queries, you may refer the frequently asked question (FAQs) – Shareholders and e-voting user manual-Shareholders, available at the downloads section of www.evoting.nsdl.com

(iii) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

(iv). The Company has appointed Mr. Paramnoor Singh, Practicing Chartered Accountant, Membership No 515572 as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

(V) The results shall be announced on or after the 34th Annual General Meeting of the Company. The results declared along-with the Scrutinizer's report shall be placed on the Company's website www.oswalagromills.com and on the website of the NSDL within two days of passing of the resolutions at the 34th Annual General Meeting of the Company on 30th September, 2014 and communicated to the BSE/NSE.

INFORMATION REQUIRED TO BE FURNISHED IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

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

1. Shri Abhey Kumar Oswal (DIN 00589130) is a director of the company, appointed on the Board of the Company w. e. f. 07.05.2004 and actively involved in all the affairs as well as in all business activities of the Company. He is an industrialist and having vast experience, administrative skill and valuable contribution in the growth of the Company. He is holding 53,530,960 shares in his name and his wife holds 2,495,500 shares in the Company. He is a Director on the Board of following companies during the year:

S. No.	NAME OF COMPANIES	STATUS
1.	Oswal Greentech Limited	Director
2.	News Nation Networks Limited (Formerly known as M/s Alpha Dealcom Pvt. Ltd.)	Director
3.	Oswal Energy Private Limited	Director
4.	OGL Energy Private Limited	Director
5.	Aruna Abhey Oswal Trust	Trustee

He is a member of Share Transfer Committee, Investor Grievance Committee and Audit Committee in your Company.

STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

ITEM NO 4:

Mr. Anuj Sharma was appointed as an additional director of the company w. e. f. 27th June, 2014 and pursuant to the provisions of Section 161 of the Companies Act, 2013 and as per Article 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 by the director (Mr. Anuj Sharma) stating that he meet the criteria of independence as provided under section 149 (6) of the Act.

The Board considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Mr. Anuj Sharma. Accordingly, the Board recommends his appointment as an Independent Director of the Company to hold office for 5 consecutive years up to 31st March 2019, not being liable to retire by rotation.

In the opinion of the Board the director fulfill the conditions specified in the Act and the rules framed there under for appointment as Independent Director and they are independent of the management.

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. Anuj Sharma and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item no 4. The Board recommends the resolution for your approval.

By Order of the Board
For Oswal Agro Mills Limited

Place : New Delhi
Date : 24.07.2014

R. P. Jolly
Company Secretar