

OSWAL AGRO MILLS LIMITED

Corporate Identification No. (CIN) L15319PB1979PLC012267

Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road,
Ludhiana-141003 (Punjab), Phone No. +91-161-2544313

Head Office: 7th Floor, Antriksh Bhawan, 22, K. G. Marg, New Delhi-110001
Phone No. +91-11-23753652, Fax No. +91-11-23716276

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

NOTICE OF THE MEETING

Notice is hereby given that the 39th Annual General Meeting of the Company will be held on Wednesday, 25th day of September 2019 at 12:00 Noon 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 receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2019 together with the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint Shri Bhola Nath Gupta (DIN: 00562338), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF SMT. SHIKHA JAIN (DIN 02615074) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR 2ND CONSECUTIVE TERM OF 5 YEARS**

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 (10), 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company, consent and approval of the members of the company, be and is hereby accorded by way of special resolution to the re-appointment of Smt. Shikha Jain (DIN 02615074) who was appointed as Non-Executive Independent Director of the Company effective from May 28, 2015 and whose period of office shall be completed on May 27, 2020 in terms of said appointment, to hold office for 2nd consecutive term of 5 years commencing from May 28, 2020 and shall not be liable to retire by rotation.”

4. **APPOINTMENT OF SHRI 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 re-appointment of Shri Bhola Nath Gupta as Chief Executive Officer and Whole Time Director of the Company w.e.f. 1st October, 2019 to 30th September, 2022 at remuneration payable as mentioned 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 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
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 Shri 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 Shri 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 Shri 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 Shri Bhola Nath Gupta as CEO and Whole Time Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Shri 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."

5. MAINTENANCE OF THE REGISTER OF MEMBERS, ANNUAL RETURNS AND RELATED BOOKS AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 94 read with Section 88 and 92 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the consent of the members of the company, be and is hereby accorded to keep, maintain and preserve Register of Members, Index of Members of the Company, Register of Renewed and Duplicate Shares, Annual Returns of the company and other related documents, at the head office of the Company, located at 7th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, Connaught Place, New Delhi - 110001, instead of keeping and maintaining the same at Registered Office of the Company in Ludhiana.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the company."

By Order of the Board
For Oswal Agro Mills Limited

Place : New Delhi
Dated : 09.08.2019

Gopal
Company Secretary

NOTES:

1. A member entitled to attend and vote at the 39th 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. As per the requirement of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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.
3. 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.
4. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September 2019 to 25th September 2019 (both days inclusive).
6. Cut-Off Date:
 - i) The notice is being sent to all the members, whose name appears as on 9th August 2019 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 Wednesday, 18th September 2019 (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.
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.
10. 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.

11. The notice of the AGM along with the Annual Report for the financial year 2018-19 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 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 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.
16. 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.
17. At the 37th Annual General Meeting (AGM) of the company held on 28th September 2017 the members approved the appointment of M/s Agarwal & Dhandhanias, Chartered Accountants (Firm Registration No. 125756W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 42nd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 39th AGM.
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, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic 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:-

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Information:

1. 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.
2. The remote e-voting period shall commence on Sunday, 22nd September, 2019 (9.00 A.M.) and ends on Tuesday, 24th September, 2019 (5.00 P.M.). Thereafter the remote e-voting facility will be blocked.
3. 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 18th September, 2019, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
4. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication.

5. 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.
6. The Company has appointed Shri 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.
7. 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 there after un-lock 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.
8. 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 immediately forwarded to Stock Exchanges.

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

PARTICULARS	NAMES OF DIRECTORS TO BE RE-APPOINTED	
	BHOLA NATH GUPTA	SHIKHA JAIN
Date of Birth	14 th March 1950	19 th November 1974
Date of Appointment	14 th May 2004	28 th May 2015
Qualifications	B. Sc. Agri. Engg. and MBA Finance	Commerce Graduate
Expertise in specific functional areas	Wide experience in finance, commercial and general administration	Wide experience in commercial and general administration
Relationships between directors inter-se	None	None
Directorships held in other listed companies	–	–
Committee membership/Chairmanship in other listed companies	–	–
Number of shares held in the Company	Nil	Nil

EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES

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

ITEM NO 3.

Smt. Shikha Jain was appointed as an Independent Non- Executive Director of the company by the members at 35th Annual General Meeting of the company held on 30th September 2015 for a period of five consecutive years commencing from 28th May 2015 up to 27th May 2020.

As per section 149(10) of the Act, an Independent Director shall hold the office for a term of up to five consecutive years on the Board of a company but be eligible for re-appointment on passing a special resolution by the company for another term of up to five consecutive years on the Board of a company.

Based on the recommendation of Nomination and Remuneration Committee and in term of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Smt. Shikha Jain being eligible for re-appointment as an Independent Director and offering herself for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 28th May 2020 up to 27th May 2025.

The company has received declaration from her stating that she meets the criteria of Independent as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. She has also given her consent to continue to act as director of the company if so, approved by the members.

In the opinion of the Board, Smt. Shikha Jain fulfils the conditions specified under section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Non-Executive Director of the company and is Independent of the management .

The Board consider that her continuing association would be of immense benefit to the company and it is desirable to continue to avail services of Smt. Shikha Jain as an Independent Director. Accordingly, the Board recommended passing of the Special Resolution in relation to re-appointment of Smt. Shikha Jain as an Independent Director for another term of five years with effect from 28th May 2020 up to 27th May 2025, for the approval by the members of the company.

Except, Smt. Shikha Jain, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the company and their relatives and concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the accompanying Notice of the AGM. Smt. Shikha Jain is not related to any director of the company.

ITEM NO 4

Shri Bhola Nath Gupta (DIN 00562338) was appointed as CEO & Whole Time Director of the company w.e.f. 1st October 2016 to 30th September 2019 and his tenure on the said designation shall be completed on 30th September. 2019. The Board of the Company

proposed to re-appoint Shri Bhola Nath Gupta as CEO & Whole Time Director of the Company for a further period of three years w. e. f. 1st October 2019 to 30th September 2022 on the salary and perquisites as mentioned above in the notice, without any modification in the existing salary as also recommended by the Nomination & Remuneration Committee of the Board in its meeting held on 21st May 2019 and the same was also considered by the Board of Directors in their meeting held thereafter subject to approval of shareholders of the Company by way of Special Resolution in the forthcoming Annual General Meeting of the Company. Remuneration of Shri Bhola Nath Gupta was fixed by the Nomination & Remuneration Committee and Board of Directors of the company is within the limit as per Schedule V of the Companies Act 2013.

The Board recommends the passing of the resolution no.4, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 4. The Nomination & Remuneration Committee of the Board and the Board of Directors has already approved the appointment of Shri Bhola Nath Gupta.

None of the Directors, Key Managerial Personnel and their relatives, except Shri Bhola Nath Gupta, is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO 5.

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and the Rules made there under, the Register of Members and Index of Members required to be kept and maintained by the company under Section 88 and copies of the Annual Returns filed by the Company under Section 92 shall be kept at the registered office of the company, provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company.

In view of the above, it is proposed to keep, maintain and preserve Register of Members, Index of Members of the Company, Register of Renewed and Duplicate Shares, Annual Returns of the company and other related documents at the head office of the Company, located at 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, Connaught Place, New Delhi-110001, instead of keeping and maintaining the same at Registered Office of the Company in Ludhiana. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

The Board recommends the passing of the resolution no. 5, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 5.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For Oswal Agro Mills Limited

Place : New Delhi
Dated : 09.08.2019

Gopal
Company Secretary