

ANNUAL REPORT  
2011-12



Oswal Agro Mills Limited

## BOARD OF DIRECTORS

Shri Abhey Kumar Oswal - Chairman  
Shri Anil Bhalla - Director  
Shri Bhola Nath Gupta - Director  
Shri Sunil Kumar Kulshrestha - Director

## COMPANY SECRETARY

Shri R P Jolly

## AUDITORS

T.R. Chadha & Company  
Chartered Accountants  
New Delhi

## BANKERS

The Royal Bank of Scotland N.V.  
HDFC Bank  
State Bank of India  
ICICI Bank Ltd.

## REGISTERED OFFICE

Near Jain Colony, Vijay Inder Nagar,  
Daba Road, Ludhiana - 141 003 (Punjab)  
Ph.: 0161-2544313

## WORKS

Mandideep (Bhopal)

## REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.  
D-153/A, Okhla Industrial Area, Phase-I  
New Delhi-110020  
Ph: + 91 11 26812682  
Fax: + 91 11 26812683

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## NOTICE OF THE MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Saturday, the 29th September, 2012 at 11.30 A.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 receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit and Loss of the Company for the year ended on 31st March, 2012 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Kulshrestha who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s T.R. Chadha & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board  
For OSWAL AGRO MILLS LIMITED

Place : New Delhi

Date : 09.08.2012

R.P. Jolly  
Company Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. 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.
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2012 to 29th September 2012 (both days inclusive).
5. The Members are requested to:
  - (a) Take the advantage of dematerialization of shares as Company's scrip has been put under 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.
6. 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.
7. 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.
8. 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.
9. Members may please note that no gifts/gift coupons shall be distributed at the venue of the Annual General Meeting.

### 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 Sunil Kumar Kulshrestha is director of the company, appointed on the Board of the company w.e.f. 1st July, 2009. He is postgraduate in economics with a rich exposure to banking and finance. He is a Six Sigma professional. He has worked for 25 years as a banker in various capacities. He has more than 33 years of experience in terms of organization functions and maximum utilization of manpower. He is a director on the Board of Cleave Global e-Services Pvt. Ltd., Digicall Global Pvt. Ltd., Extramarks Education Pvt. Ltd and Parmesh Finlease Pvt. Ltd also. He is a member of Audit Committee of your Company. Neither he nor any of his family members hold any shares of this Company.

By Order of the Board  
For OSWAL AGRO MILLS LIMITED

Place : New Delhi

Date : 09.08.2012

R.P. Jolly  
Company Secretary

### IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measures, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to notify their e-mail id by writing letter and register the same with M/s Skyline Financial Services Pvt. Limited, Registrar & Share Transfer Agent of the Company at their e-mail id i.e. admin@skylinerta.com



Oswal Agro Mills Limited

## DIRECTORS' REPORT

To,

The Members,

Oswal Agro Mills Limited

Your Directors have pleasure in presenting the 32nd Annual Report along with the Audited Statement of Accounts of the Company for the Financial Year Ended 31st March, 2012.

### FINANCIAL HIGHLIGHTS

PARTICULARS	(Rs. in Lacs)	
	Current Year 31.03.2012	Previous Year 31.03.2011
Operating & other Income	1375	1536
Profit/(Loss) before Depreciation & Provision for taxation	(4652)	328
Less : Depreciation	13	12
: Provision for Tax	--	70
: FBT	--	--
: Deferred Tax	--	--
Profit/ (Loss) after Depreciation & Tax	(4665)	246
Add: Balance brought forward from Previous year	(2188)	(2434)
Balance carried to Balance Sheet	(6853)	(2188)

### REVIEW OF OPERATIONS AND FUTURE OUTLOOK

During the year, the company has suffered a net loss of Rs. 46.65 crores against net profit of Rs. 9.84 crores in the previous year. The income of the company is mainly from the investments and the loss suffered are due to writing off various inventory items which were continuously carried in the books of account despite their being of no value / use. The company's joint development activities for the development of Real Estate suffered a set back due to the judgement of Hon'ble High Court of Mumbai which stayed the developmental activities at the site of the company. The company has filed a special writ petition before the Hon'ble Supreme Court of India which has been admitted for regular hearing. Due to this order of Hon'ble High Court, the developmental activities have been stopped. The Company expects a fair decision in the matter by the Hon'ble Supreme Court of India, soon.

The company is exploring various business possibilities abroad and in India and hopes to achieve growth in the coming year.

### DIVIDEND

With a view to conserve the resources for the business plans of the Company to develop real estate, the directors do not recommend any dividend for the year.

### PUBLIC DEPOSITS

Your Company has not accepted any deposits with in the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

### MATERIAL CHANGES

There are no material changes affecting the affairs of the Company since the date of Balance Sheet and up to the date of this Report.

### AUDITORS' REPORT

The Auditors' report on audited accounts for the Financial Year 2011-2012 has nil qualification. The observations and comments given by Auditors in their report read together with notes to Accounts are self explanatory.

### AUDITORS

T.R. Chadha & Co., Chartered Accountants, the existing auditors of the company retires at the conclusion of this Annual General Meeting and being eligible offer themselves for re-appointment. Your Directors recommend their re-appointment.

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Sunil Kumar Kulshrestha, Director of the Company will retire at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. Your directors recommend his re-appointment.

### DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors state:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed by the Company.
- that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the loss of the Company for the year ended 31st March, 2012.
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that the annual accounts have been prepared on going concern basis.

#### **AUDIT COMMITTEE**

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2012 and has not given any adverse observations. It has also recommended the re-appointment of M/s T.R. Chadha & Company, Chartered Accountants as statutory auditors of the Company.

#### **CORPORATE GOVERNANCE**

As per clause 49 of the listing agreement with Stock Exchange(s), Corporate Governance Report and Management Discussion & Analysis Reports are annexed as Annexure-I and Annexure-II.

Your company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the listing Agreement of the Stock Exchanges. Separate report on Corporate Governance and Management Discussion and analysis are included in the Annual Report.

A certificate from the Company Secretary in practice regarding the compliance of conditions of Corporate Governance is place herewith.

#### **PARTICULARS OF EMPLOYEES**

There was no employee receiving remuneration during the year in excess of limits prescribed u/s 217 (2A) of the Companies Act, 1956, and the relevant rules made there under.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The particulars of conservation of Energy and Technology absorption as per Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable as the Company's plants were not in operation during the year. During the year under review, the foreign exchange earnings of the Company was NIL (Previous years -NIL) and foreign outgo of the Company was nil (Previous year nil)

#### **SUBSIDIARY COMPANY**

The Company has a wholly owned subsidiary company named 'Oswal Overseas Ltd.' in UAE for pursuing various international projects.

#### **EMPLOYEE RELATIONS**

The industrial relations continued to be cordial and harmonious. Your Directors wish to place on record the appreciation for the devoted services rendered by the workers, staff and executives of the Company at all levels who have contributed to the efficient and successful management of the Company.

#### **Listing**

Your Company's equity shares are listed on following Stock Exchange - National Stock Exchanges of India (NSE), Bombay Stock Exchange Ltd. (BSE), Delhi Stock Exchange Ltd (DSE), Calcutta Stock Exchange Association Ltd (CSE), Ahmadabad Stock Exchange Ltd (ASE), The Ludhiana Stock Exchange Ltd (LSE), The U.P. Stock Exchange Association Ltd (UPSE) and Chennai Stock Exchange Ltd (CSE). As on date the shares of the Company are not traded in any of these Stock Exchanges i.e. DSE, CSE, ASE, LSE, UPSE and CSE because all these stock exchanges are not in operation / working where as the trading in the share of the company has been started with THE BOMBAY STOCK EXCHANGE LIMITED w.e.f. 8th May, 2012 and the matter of revocation of suspension of trading in the shares of the company is still pending with NSE.

#### **ACKNOWLEDGEMENT**

Your directors take this opportunity to thank and deeply acknowledge the Co-operation, assistance and support extended by various Government Departments, Banks and Shareholders.

For and on behalf of the Board  
OSWAL AGRO MILLS LIMITED

**ABHEY KUMAR OSWAL**  
CHAIRMAN

Place : New Delhi  
Date : 09.08.2012

**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance, it is basically related to the principles of integrity, fairness, equity, transparency, accountability & commitment to values. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on Corporate Governance is guided by the Company's philosophy of Knowledge, Action and Care. The Company strongly believes in Corporate Governance and endeavors to continuously take initiatives to strengthen areas of Corporate Governance. The Company's philosophy on Corporate Governance is to practice transparency in operations and maintain a professional approach in dealing with its stakeholders.

The Company strongly believes that Corporate Governance is an important tool to achieve all round excellence with ultimate objective of enhancing the shareholders' value. The company continues to uphold the good governance and practices. It has always been taking necessary steps to re-align its corporate practices with the requirements of listing agreements.

The company believes in adopting best corporate practices for ethical conduct of Business. In stride for achieving the best corporate governance, the company has in place the mandatory committees as required under the Companies Act, 1956/ listing Agreement.

The status of implementation of clause 49 of the Listing Agreement with the Stock Exchange on the Corporate Governance in the company is as under:

**2. BOARD OF DIRECTORS****a) Composition**

At present there are 4 Directors on the Board of the Company and the composition of the Board is in consonance with clause 49 of the Listing Agreement. The Company has non-executive Chairman, non-executive non-independent director and two non-executive independent directors. None of the directors on the Company's Board is a member of more than 10 committees and chairman of more than 5 committees across all the companies in which they are director. All the directors have made necessary disclosures regarding committee positions held by them in other companies. Further, none of the directors on the Board of the Company holds office of directorship in more than 15 companies. The required information as enumerated in Annexure 1A of Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at the Board meetings.

**b) Category of Directors and Attendance of each Director at the Board Meetings and at the last Annual General Meeting**

The Composition of the Board, attendance of each of the Directors at the Board Meeting held during the financial year ended 31st March, 2012 and at the last Annual General Meeting is as under:-

Name of Director and their DIN No.	Designation	Category	No. of Meetings held	No. of Board Meetings Attended	No. of Directorships in other Companies	No. of Memberships in other Companies		Attendance at the Last AGM
						As Chairman	As Member	
Sh. Abhey Kumar Oswal 00589130	Chairman	Non-Executive Non-Independent	5	5	1	Nil	4	No
Sh. Anil Bhalla 00587533	Director	Non-Executive Non-Independent	5	5	2	Nil	4	No
Sh. Bhola Nath Gupta 00562338	Director	Non-Executive Independent	5	5	-	Nil	3	Yes
Sh. Sunil Kumar Kulshrestha 01070854	Director	Non-Executive Independent	5	3	4	Nil	2	No

**c) Number of Board Meetings held and the dates of the Board Meetings**

During the year under review five Board meetings were held on 27&28/05/2011, 10&11/08/2011, 24/10/2011, 13/02/2012 and 20/03/2012. The maximum time gap between two consecutive Board meetings was not more than four calendar months.

**d) Board's Procedures**

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisitions of material nature of assets, mortgages, guarantees, donations etc. are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigation feed back reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

**COMMITTEES OF THE BOARD**

Oswal Agro Mills Limited has the following Committees of its Directors for the compliance with various Corporate Governance requirements:

- 1) Audit Committee;
- 2) Investor Grievance Committee / Share Transfer Committee;

**3. AUDIT COMMITTEE**

The Constitution, functions and terms of reference of the Audit Committee are in conformity with Section 292A of the Companies Act, 1956 and clause 49 of the listing agreement with the Stock Exchanges. Your company has an audit committee at the board level which acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process.

The Committee presently comprises of Four Non- Executive Directors, of whom 3 are Independent Directors, except one who is Non-Executive Non- Independent Director.

During the financial year 2011-2012, Four meetings of the Audit Committee were held on 27/05/2011, 10/08/2011, 24/10/2011 and 13/02/2012.

The Composition of the Audit Committee and the details of the meeting attended by the Audit Committee members are given below:-

Members	Category	Meetings Held	Meetings Attended
Sh. Abhey Kumar Oswal	Non-Executive Non-Independent	4	4
Sh. Bhola Nath Gupta	Non-Executive Independent	4	4
Sh. Sunil Kumar Kulshrestha	Non-Executive Independent	4	3

The Audit Committee consists of 3 Non-Executive Directors viz. Shri Abhey Kumar Oswal, Shri Bhola Nath Gupta and Shri Sunil Kumar Kulshrestha and majority of the members of Audit Committee are independent directors.

All the members of the Audit Committee are highly knowledgeable in the Corporate, Finance, Accounts and Company Law matters. The Statutory Auditors are invited at the Audit Committee meetings of the Company whenever required by the Committee. The Company Secretary acts as the Secretary of the Committee.

The Audit Committee is endowed with the following powers:

1. To investigate any activity with in its terms of reference.
2. To seek information from any employee.
3. To obtain external legal or other independent professional advice.
4. To secure attendance of outsider with relevant experience and expertise, when consider necessary.

**ROLE OF AUDIT COMMITTEE:**

The role of the Audit Committee as outlined in the Charter includes:

- a. Reviewing the quarterly financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices and reasons for the change;
  - Major accounting entries involving estimates based on exercise of judgment by Management;
  - Qualifications in draft audit report;
  - Significant adjustments arising out of audit;
  - The going concern assumption;
  - Compliance with accounting standards;
  - Compliance with listing and other legal requirements concerning financial statements;





## Oswal Agro Mills Limited

- Any related party transactions i.e. transactions of the Company of a material nature with promoters or the management, their subsidiaries or relatives etc. or any related party transaction, that may have a potential conflict with the interests of the Company at large or may not be in the normal course of business;
  - Review the annual Management Discussion and Analysis of financial condition Report, results of Operations Report and the Directors' Responsibility Statement;
  - Overseeing the Company's financial reporting process and the disclosure of its financial information, including earnings, to ensure that the financial statements are correct, sufficient and credible;
  - Disclosures made under the CEO and CFO certification to the Board and investors.
- b. Reviewing with the management, external auditor and internal auditor, adequacy of internal control systems and recommending improvements to the management.
  - c. Recommending the appointment / removal of the statutory auditor, fixing audit fees and approving non audit, consulting services provided by the firms of statutory auditors to the Company; evaluating auditors performance, qualifications and independence.
  - d. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor.
  - e. Discussing with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
  - f. Reviewing the findings of any internal investigation by the internal auditor into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
  - g. Discussing with the external auditor before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.
  - h. Reviewing the Company's financial and risk management policies.
  - i. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations.
  - j. Initiating investigations into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

#### 4. REMUNERATION COMMITTEE

At present the Company has no whole time director and the Non-Executive directors are not paid any remuneration, as such, the Remuneration Committee has not been formed. The Board shall constitute Remuneration Committee as and when the need arises.

#### 5. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

##### (a) Terms of Reference

The terms of reference of the Shareholders/Investors' Grievance Committee is to look in to the redressal of shareholders and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends and dematerialization of shares and other related matters.

##### (b) Composition and names of members

As on 31st March, 2012, the Shareholders/Investors' Grievance Committee consists of 3 Non-Executive directors viz. Shri Abhey Kumar Oswal, Shri Anil Bhalla and Shri Bhola Nath Gupta.

##### (c) Attendance during the year

The Shareholders/Investors Grievance Committee met twice during the year on 28/05/2011 and 13/02/2012. The names of Members and their attendance at the Committee meeting is as under:

Members	Category	Meetings Held	Meetings Attended
Sh. Abhey Kumar Oswal	Non-Executive Non-Independent	2	1
Sh. Anil Bhalla	Non-Executive Non-Independent	2	2
Sh. Bhola Nath Gupta	Non-Executive Independent	2	2

##### (d) Details of Complaints

The Company has received 27 complaints during the year ended 31.03.2012 and all the complaints have been resolved till 31.03.2012.



## 6. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:

S.No.	Financial Year	Location	Date	Time	Special Resolutions Passed
1	2010-11	Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 (Punjab)	30.09.2011	11.30 A.M.	NIL
2	2009-10	Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 (Punjab)	30.09.2010	11.30 A.M.	NIL
3	2008-09	Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 (Punjab)	30.09.2009	12.30 P.M.	NIL

7. Neither any Extra-Ordinary General Meeting was held nor any resolution was passed through Postal Ballot during the year under review.

## 8. DISCLOSURES

- None of the transaction with any of related parties was in conflict with the interest of the Company. Attention of Members is drawn to the disclosure of transactions with the related parties set out in the Notes on Account, forming part of Annual Report.
- During the last three years the company has not made any non-compliance, no penalties were levied, no structure imposed on the company by the Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets. However, the trading in shares of the Company was suspended by NSE and BSE. Now the trading in the shares of the company has been started with BSE w. e. f. 8th May 2012.
- The Company has not adopted a Whistle Blower Policy. However, no person of the Company has been denied access to the Audit Committee.
- The Company has complied with all the Mandatory requirements of Clause 49 of the Listing Agreement with Stock Exchanges on Corporate Governance. As regards the Non-mandatory requirements, the Company will endeavor to implement them to the extent possible.
- The Company has complied with all applicable accounting standards.
- The Company has a Wholly Owned Subsidiary company named 'Oswal Overseas Ltd., in UAE for pursuing various international projects.

## 9. CHAIRMAN'S CERTIFICATE

Since the company does not have a Whole time Director and CFO, the Chairman of the Company has furnished the requisite certificate to the Board of Directors under revised clause 49 of the Listing Agreement.

## 10. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis.

## 11. BRIEF RESUME OF DIRECTOR (S) TO BE APPOINTED/RE-APPOINTED

Details of the Director(s) seeking Appointment/Re-appointment in the forthcoming Annual General Meeting pursuant to Clause -49 of the Listing Agreement, is given in the notes to the notice of the forthcoming Annual General Meeting.

## 12. MEANS OF COMMUNICATION

The Quarterly Financial Results of the Company are published in newspapers in terms of Clause 41 of the Listing Agreement. The quarterly financial results are generally published in Ajit (Punjabi Edition) and The Pioneer (English Edition). Company has also displays its quarterly/ annual results on its website on [www.oswalagromills.com](http://www.oswalagromills.com)

## 13. General Shareholders Information

Annual General Meeting is propose to be held

Date	: 29th September, 2012
Day	: Saturday
Venue	: Near Jain Colony, Vijayinder Nagar, Daba Road, Ludhiana-141003 (Punjab).
Book Closure Date	: 24th September, 2012 to 29th September, 2012 (both days Inclusive)
Dividend Payment	: The directors have not proposed any dividend for the financial year ended 31st March, 2012



## Oswal Agro Mills Limited

### 14. a) FINANCIAL CALENDAR

Un-audited Financial Results

For the quarter ended

30.06.2012

30.09.2012

31.12.2012

31.03.2012

Next Annual General Meeting

Tentative Dates

2nd Week of Aug, 2012

2nd Week of Nov, 2012

2nd Week of Feb, 2013

2nd Week of May, 2013/4th Week of May, 2013.

Last week of September, 2013

### b) Listing at Stock Exchanges

The shares of the Company are listed on the following Stock Exchanges:

Stock Exchange	Scrip Code
Bombay Stock Exchange Ltd.	500317
The Delhi Stock Exchange Ltd.	00037
The U.P. Stock Exchange Association Ltd.	Not Available
The Calcutta Stock Exchange Association Ltd.	Not Available
Madras Stock Exchange Ltd.	Oswal Agro
The Ludhiana Stock Exchange Ltd.	Not Available
The Ahmedabad Stock Exchange Ltd.	Not Available
The National Stock Exchange of India Ltd.	Oswal Agro

The Annual Listing Fee for the year 2012-13 has been paid to The National Stock Exchange of India Limited and Bombay Stock Exchange Limited only, whereas the Listing Fees has not been paid of other Exchanges. The Company's request for trading in the equity shares of the company was accepted by the Bombay Stock Exchange and trading in the share of the company has been started with the Bombay Stock Exchange w.e.f. 8th May, 2012 and the matter of listing is still under process with the National Stock Exchange of India Ltd., Mumbai.

### c) Stock Market Price

Shares of the Company is not trading in any of the Stock Exchanges wherever this is listed, whereas the shares of Company has been suspended for trading by NSE and BSE, during the year, therefore, market price data is not available for the financial year 2011-2012.

### d) Distribution of Shareholding as on 31.03.2012

No. of Shares	No. of Shares held	%	No. of Shareholders	%
1 - 500	26760084	19.94	222284	93.39
501 - 1000	7262815	5.41	9963	4.19
1001 - 2000	4983034	3.71	3552	1.49
2001 - 3000	2203205	1.64	892	0.37
3001 - 4000	1353778	1.01	391	0.16
4001 - 5000	1067763	0.80	232	0.10
5001 - 10000	2695558	2.01	378	0.16
10001 and above	87908539	65.49	324	0.14
<b>TOTAL</b>	<b>134234776</b>	<b>100.00</b>	<b>238016</b>	<b>100.00</b>

### e) SHAREHOLDING PATTERN AS ON 31.03.2012

Category	No. of Shares Held	% of Shareholding
A Promoters and Associates	56033182	41.74
B Banks, Financial Institutions and Mutual Funds	3697854	2.75
C Indian Public	73038669	54.42
D NRI/OCB/FII's	1465071	1.09
<b>TOTAL</b>	<b>134234776</b>	<b>100.00</b>