



# **ANNUAL REPORT 2014-15**



Oswal Agro Mills Limited

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## **INFORMATION**

**Corporate Identification No (CIN) L15319PB1979PLC012267**

### **BOARD OF DIRECTORS**

Shri Abhey Kumar Oswal-Chairman  
Shri Anil Bhalla-Director  
Shri Bhola Nath Gupta-CEO & Director  
Shri Harnish Bindra – Independent Director  
Mrs Shikha Jain- Independent Director (Women)  
Shri Vishal Mishra- Independent Director

### **COMPANY SECRETARY**

Shri R. P. Jolly

### **CHIEF FINANCE OFFICER**

Shri Parveen Chopra

### **AUDITORS**

M/s T.R. Chadha & Company  
Chartered Accountants, New Delhi

### **BANKERS**

Axis Bank Limited  
HDFC Bank Limited  
The Ratnaker Bank Limited

### **REGISTERED OFFICE**

Near Jain Colony, Vijay Inder Nagar,  
Daba Road, Ludhiana - 141 003 (Punjab)  
Phone No. 0161-2544313  
Email: [oswal@oswalagromills.com](mailto:oswal@oswalagromills.com)  
Website: [www.oswalagromills.com](http://www.oswalagromills.com)

### **HEAD OFFICE**

7<sup>th</sup> Floor, Antriksh Bhawan,  
22, K G Marg, New Delhi-110001  
Phone No. +9111-23715242, Fax: +9111-23716276

### **REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Pvt. Ltd  
D-153/A, First Floor,  
Okhla Industrial Area, Phase-I,  
New Delhi-110020,  
Ph: +9111-64732681-88, Fax: +9111-26812683  
E-mail: [admin@skylinerta.com](mailto:admin@skylinerta.com)



Oswal Agro Mills Limited

New Greentech

## OSWAL AGRO MILLS LIMITED

**Corporate Identification No (CIN) L15319PB1979PLC012267**

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

Head Office: 7<sup>th</sup> Floor, Antriksh Bhawan, 22, K. G. Marg, New Delhi-110001

Phone No: 011-23715242, Fax No: 011-23716276

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

### NOTICE OF THE MEETING

Notice is hereby given that the Thirty Fifth Annual General Meeting of the Company will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 12.30 P.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana -141003 (Punjab), to transact the following Business:

#### ORDINARY BUSINESS:

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 March 31<sup>st</sup> 2015, the Statement of Profit and Loss 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. Anil Bhalla (DIN 00587533), who retires from the office of Director by rotation in this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby accepted, whose office is liable to retire by rotation."
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 made 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 Annual General Meeting 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. **Appointment of Mr. Harnish Bindra (DIN 07112509) as Non- Executive Independent Director of the Company.**  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 149 and Schedule IV of the Companies Act, 2013 read with Rules and Articles of Association of the company, Mr. Harnish Bindra (DIN 07112509), a Non-Executive Independent Director of the Company, who has submitted a 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 Independent Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation and in respect of whom, the company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature for the office of Non-Executive Independent Director of the Company."
5. **Appointment of Mrs. Shikha Jain (DIN 02615074) as Non- Executive Independent Women Director of the Company.**  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 149 and Schedule IV of the Companies Act, 2013 read with Rules and Articles of Association of the Company, Mrs. Shikha Jain (DIN 02615074), a Non-Executive Independent Women Director of the Company, who has submitted a declaration that she 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 Non-Executive Independent Women Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation and in respect of whom, the company has received a notice in writing under Section 160 of the Act from a member proposing the candidature for the office of Non-Executive Independent Women Director of the Company."
6. **Appointment of Mr. Vishal Mishra (DIN 07238903) as a Non-Executive Independent Director of the Company.**  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 149 and Schedule IV of the Companies Act, 2013 read with Rules and Articles of Association of the company, Mr. Vishal Mishra (DIN 07238903), a Non-Executive Independent Director of the Company who has submitted a 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 Non-Executive Independent Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature for the office of Non-Executive Independent Director of the Company."
7. **Ratification of Appointment and Remuneration of Mr. Bhola Nath Gupta (DIN 00562338) As Chief Executive Officer and Director.**  
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 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 ratify the appointment and remuneration of Mr. Bhola Nath Gupta as Chief Executive Officer and Director of the company from 01.04.2014 to 31.03.2017, at remuneration as revised with the approval of the Board, from time to time, currently stated hereunder:

**i. Salary and Allowances:**

Basic salary	Rs. 80300/- per month (revised w.e.f. 01.07.2015 to Rs. 95300/- per month vide Board Resolution dated 20.07.2015)
House Rent Allowance	Rs. 40150/- per month ( 50% of the basic salary) (revised w.e.f. 01.07.2015 to ₹ 47650/- per month vide Board resolution dated 20.07.2015)
TPT	Rs. 800/- per month
Medical Allowance	One month salary, P.A. as per rules of the Company
Leave Travel Allowance	One month salary, P.A. as per rules of the Company
PF, Gratuity etc.	Company's Contribution to Provident Fund, Gratuity payable and Encashment of un-availed leave, ex gratia and re-imbursement of expenses as per Rules of the Company.

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

**8. Related Party Transaction Under Section 188 Of The Companies Act, 2013 Read With Rules.**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules and Articles of Association of the Company, approval of the Members be and is hereby accorded for entering into a related party transaction at arm's length and in ordinary course of business, by the Company for purchase of the inventory developed by M/s Oswal Greentech Limited over the land of the company at Anik Chembur at Mumbai, details are given as under.

MAXIMUM VALUE OF THE TRANSACTION	
NAME OF THE RELATED PARTIES	M/s Oswal Greentech Limited, (CIN No. L24112PB1981PLC031099)
NATURE OF TRANSACTION	Purchase of the Inventory
TOTAL VALUE OF THE TRANSACTION	Rs. 4040.50 Lacs

**RESOLVED FURTHER THAT** to give effect to this Resolution, the Board of Directors and/or any Committee thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto”.

**9. Authority To Give Loans, Guarantees And/Or Make Investemnts Under Section 186 Of Companies Act, 2013 Read With Rules.**

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 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board') to make investments, loans from time to time on such terms and conditions as it may deem fit to any person or body corporate and also authorise to provide guarantee/security to any person or body corporate or on behalf of any person or body corporate; and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Companies Act, 2013 read with rules, up to an aggregate sum of Rs. 600 Crores.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised 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

R. P. Jolly  
Company Secretary

Place : New Delhi  
Date : 20.07.2015

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of himself/herself and the proxy need not be a member. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and form part of this Notice.
3. As per the requirement of 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.



## Oswal Agro Mills Limited

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 24<sup>th</sup> September 2015 to 30<sup>th</sup> September 2015 (both days inclusive).
7. Cut –Off Date:
  - i) The notice is being sent to all the members, whose name appears as on 14<sup>th</sup> August, 2015 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, 23<sup>rd</sup> September 2015 (the “Cut - Off Date”), only shall be entitled to vote through Remote E-voting and at the AGM of the Company (as per Amended Rules 2015 effective from 19<sup>th</sup> March, 2015). The voting rights of Members shall be in proportion to the number of shares held by them as on the cut- off Date.
8. The Members are requested to:
  - (a) Take the advantage of dematerialization of shares as Company’s scrip has been put under the compulsory dematerialization. Shareholders are requested to get in touch with any Depository Participant for getting the shares dematerialized.
  - (b) Bring their copy of Annual Report at the Annual General Meeting.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. A consolidated share certificate will be returned to such member after making requisite changes thereon.
10. Members intending to seek any clarification on the accounts in the meeting are requested to inform the company at least 10 days in advance from the date of the Annual General Meeting.
11. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail id by sending written requests to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and to the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents/all communications including Annual Report, Notices, circulars etc. electronically.
12. The notice of the AGM along with the Annual Report for the financial year 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on all working days except Sundays and other holidays up to the date of the Annual General Meeting.
14. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case, their shares are held in the dematerialized form, they must quote their client ID Number and their DP ID Number.
15. Members may please note that no gifts/gift coupons shall be distributed at the venue of the Annual General Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the Annual General Meeting.
18. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company in electronic mode.**
19. **Remote E-Voting Facility**

In accordance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management & Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules 2015, w.e.f. 19<sup>th</sup> March, 2015, and Clause 35 of the Listing Agreement, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the facility for voting by electronics means (Remote e-voting) to all its members. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional and not mandatory. The process and manner of Remote E-Voting are as under:-

  - a) In case, member receive e-mail from NSDL (for Members whose email addresses are registered with the Company/Depository Participant(s)), the member should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
  - b) In case, member receives AGM Notice in physical form (for Members whose email addresses are not registered with the Company/ Depository Participants), the “USER-ID” and initial “PASSWORD” for remote e-voting is provided on the covering letter enclosed with Annual Report.
  - c) The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No. 19 (a) and 19(b) above:
    - i. Open internet browser and type the following URL: <http://www.evoting.nsdl.com>
    - ii. Click on Shareholder – Login
    - iii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
    - iv. If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 19 (a) above) or in physical form (as per Sr. No. 19 (b) above), as the case may be.
    - v. Password change menu will appear on your screen. Change to a new password of your choice, ensure that it contains a minimum of 8 digit or characters or a combination of both. Please keep your password confidential.

- vi. Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
- vii. Select "EVEN" (E-Voting Event Number) of Oswal Agro Mills Limited.
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. The voting rights of the shareholders shall be reckoned in proportion to their shares held in the total paid up equity share capital of the Company as on cut-off date i.e., 23<sup>rd</sup> September, 2015.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Corporate/Institutional members (i.e. other than Individuals, HUF/NRI etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in and a copy to rpjolly@oswalfert.com, Company Secretary of the Company.
- d) 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.
- e) The remote e-voting period shall commence on Sunday, 27<sup>th</sup> September, 2015 (9.00 A.M.) and ends on Tuesday, 29<sup>th</sup> September, 2015 (5.00 P.M.). Thereafter, the remote e-voting facility will be blocked.
- f) 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 23<sup>rd</sup> September, 2015, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
- g) In case of any queries, you may refer the Frequently Asked Question (FAQs) – Shareholders and remote e-voting user manual—Shareholders, available at the downloads section of www.evoting.nsdl.com
- h) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- i) 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.
- j) The Company has appointed Mr. Paramnoor Singh, Practicing Chartered Accountant, Membership No 515572 as 'Scrutinizer' for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- k) The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.
- l) The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.oswalagromills.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be forwarded to Stock Exchange.

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

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

1. Shri Anil Bhalla is director of the company, appointed on the Board of the Company w. e. f. 19<sup>th</sup> May, 2007 and actively involved in all the business activities of the Company. He has vast experience in commercial and administrative field and made valuable contribution in the growth of the Company. Neither he nor his family members holds any shares in the Company. He is a Director/Trustee on the Board of following companies/Trust during the year:-

S. No	NAME OF COMPANIES	STATUS
1.	Oswal Greentech Limited	Managing Director
2.	Lucky Star Entertainment Limited	Director
3.	News Nation Network Private Limited (Formerly known as M/s Alpha Dealcom Pvt. Ltd.)	Director
4	Aruna Abhey Oswal Trust	Trustee

He is a member of Share Transfer Committee, Stakeholders Grievance Committee and Corporate Social Responsibilities Committee in your Company.

#### **STATEMENT IN RESPECT OF SPECIAL BUSINESS**

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

##### **ITEM NO 4:**

Mr. Harnish Bindra was appointed as an Additional Director of the Company w. e. f. 7<sup>th</sup> March, 2015, and pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Rules and Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing stating that he meets the criteria of independence as provided under Section 149 (6) of the Act.

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

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





## Oswal Agro Mills Limited

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

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

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

Mr. Harnish Bindra is member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibilities Committee in your Company. Neither he nor any of his family members hold any shares of this Company.

### ITEM NO 5:

Mrs. Shikha Jain was appointed as an Additional Director of the Company w. e. f. 28<sup>th</sup> May, 2015 and pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the company, she shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing stating that she meets the criteria of independence as provided under Section 149 (6) of the Act.

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

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

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

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

Except Mrs. Shikha Jain and her relatives, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no 5. The Board recommends the resolution for your approval.

### ITEM NO 6:

Mr. Vishal Mishra was appointed as an Additional Director of the Company w. e. f. 20<sup>th</sup> July, 2015 and pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the company, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing stating that he meets the criteria of independence as provided under Section 149 (6) of the Act.

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

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

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

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

Except Mr. Vishal Mishra and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no 6. The Board recommends the resolution for your approval.

### ITEM NO 7

Mr. Bhola Nath Gupta, (DIN 00562338) was appointed as Chief Executive Officer and Director of the Company from 1<sup>st</sup> April, 2014 upto 31.03.2017 on the salary and perquisites as mentioned above in the resolution, as approved by the Board in its meeting held on 30.05.2014 and revised on 20.07.2015. The Remuneration of Mr. Bhola Nath Gupta was fixed by the Board of Directors of the Company, is within the limit as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

The Board recommends the passing of the Resolution No. 7, by way of Ordinary Resolution as per requirement of Companies Act, 2013, for approval. The Board of Directors has already approved the remuneration and in compliance with provisions of Section 197 read with Schedule V of the Companies Act, 2013, read with rules, an ordinary resolution is required to be passed by the Members in the ensuing Annual General Meeting. Your approval is being sought for passing the Ordinary Resolution as set out in this Notice.

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

### ITEM NO. 8

The provisions of Section 188(1) of the Companies Act, 2013, read with rules, that govern the following Related Party Transactions require a Company to obtain the prior approval of members by way of a Resolution for entering into a transaction or transactions, where the transaction or transactions to be entered into :

- (a) as contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of Section 188, with criteria as mentioned below –
  - (i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten percent of the turnover of the company or rupees one hundred crore, whichever is lower;
  - (ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten percent of net worth of the company or rupees one hundred crore, whichever is lower ;
  - (iii) leasing of property of any kind exceeding ten percent of the net worth of the company or ten percent of turnover of the company or rupees one hundred crore, whichever is lower;



- (iv) availing or rendering of any services, directly or through appointment of agent, exceeding ten percent of the turnover of the company or rupees fifty crore, whichever is lower;
- (b) is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lakh rupees
- (c) is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one percent of the net worth.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013) for the financial year 2015-2016.

The information as required under the Act is enlisted as follows:-

- Name of the Related Party:- Oswal Greentech Limited (CIN No. L24112PB1981PLC031099)
- Name of the Director or Key Managerial Personnel who is related, if any:- Mr. Abhey Kumar Oswal and Mr. Anil Bhalla
- Nature of relationship:- Associate
- Nature, Material terms, Monetary value and particulars of the Contract or Arrangement:- The Company shall purchase the inventory developed by M/s Oswal Greentech Limited over the land owned by the Company at Anik Chembur at Mumbai amounting to Rs. 4040.50 Lacs.
- Any other information relevant or important for the members to take a decision on the proposed resolution:- The Company had entered into a Joint Venture Agreement with M/s Oswal Greentech Limited dated 23.12.2010 and on which the developmental work was initiated. The development of the said land was challenged in Hon'ble High Court and then in Hon'ble Supreme Court. The company's petition before the Hon'ble Supreme Court for allowing it to start the operation at land in the name of the company at Anik Chembur, Mumbai, Maharashtra, got dismissed. The Company proposes to enter into an agreement with M/s Oswal Greentech Limited to purchase the inventory.

The Board recommends passing the Ordinary Resolution set out in Item No. 8 of the Notice of the Annual General Meeting. Your approval is being sought for passing the Ordinary Resolution as set out in this Notice.

#### ITEM NO.9

In accordance with the provisions of Memorandum of Association, the company is authorized to make loans to bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of any body corporate. As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:-making investment; making loans to any person or other bodies corporate; giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:- 60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher. The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding 600 Crores, under the provisions of Section 186 of the Companies Act, 2013. The Board recommends passing the Special Resolution set out in Item No. 9 of the Notice of the Annual General Meeting. Your approval is being sought for passing the Special Resolution as set out in this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this item of business.

By Order of the Board  
For Oswal Agro Mills Limited

R. P. Jolly  
Company Secretary

Place : New Delhi  
Date : 20.07.2015



Oswal Agro Mills Limited

## DIRECTORS' REPORT

To,  
The Members  
Oswal Agro Mills Limited

Your Directors take the pleasure in presenting their 35<sup>th</sup> Annual Report and Audited Financial Statement of the Company along with Auditors' Report thereon for the year ended 31<sup>st</sup> March, 2015.

### FINANCIAL HIGHLIGHTS

(₹ in Lacs)

PARTICULARS	Current Year 31.03.2015	Previous Year 31.03.2014
Operating & other Income	5090.47	1960.43
Profit/(Loss) before Depreciation & Provision for Taxation	1852.38	1627.92
Less : Depreciation	16.03	16.46
: Provision for Tax	385.64	333.97
: Deferred Tax	—	—
Profit/ (Loss) after Depreciation & Tax	1450.71	1277.49
Add: Balance brought forward from Previous year	(6352.83)	(7630.32)
Less:- Adjustment for Depreciation	0.30	—
Balance carried to Balance Sheet	(4902.42)	(6352.83)

### REVIEW OF OPERATIONS & FUTURE OUTLOOK

During the year, the Company undertook trading activities in the real estate sector. The Company has earned Profit before tax of Rs. 1852.38 Lacs and Profit after tax of Rs. 1450.71 Lacs as against Profit before tax of Rs. 1627.92 Lacs and Profit after tax of Rs. 1277.49 Lacs in the previous year. The Company's petition before the Hon'ble Supreme Court for allowing it to start the construction at Chembur land got dismissed. The Company is planning some alternative development as permissible by local and government authorities on this land.

The future outlook of the Company in the real estate sector looks promising.

### 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

The Company has not accepted or renewed any Deposit within the meaning of Section 73 to 76 of Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

### AUDITORS AND AUDITORS REPORT

M/s T.R. Chadha & Co., Chartered Accountants, (Registration No. 006711N), the Statutory Auditor of the Company holds office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Company has received necessary certificate from the Statutory Auditor to this effect and their re-appointment, if made, will be in accordance with the provisions of Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

As per the recommendation of the Audit Committee, the Board of Directors proposes the re-appointment of T.R. Chadha & Co., Chartered Accountants as Statutory Auditor of the Company.

The Report of the Auditors' on the Annual Accounts of the Company forms part of Annual Report and is self explanatory.

### SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with rules, M/s CT & Company, Company Secretaries, New Delhi was appointed as the Secretarial Auditors of the Company for the Financial Year 2014-15. The copy of Secretarial Audit Report is annexed to the Board Report as an **Annexure-I**.

### DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Anil Bhalla, 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.

As required under clause 49(IV) (G) of the Listing Agreement, the requisite information of Mr. Anil Bhalla, in the nature of brief resume, nature of expertise, companies in which he holds directorship / memberships of Board Committees, shareholding in all Companies, forms part of the Notice of the Annual General Meeting.

In accordance with the provisions of Section 197 read with schedule V and Section 203 of Companies Act, 2013 read with rules, the Board proposes the ratification of appointment and remuneration of Mr. Bhola Nath Gupta (DIN 00562338) as CEO and Director of the Company.

In compliance with the provisions of Section 160, the company has received a notice from one of the member proposing appointment of Mr. Harnish Bindra as the Non-Executive Independent Director of the company for a period of five years. The Company has also received the requisite disclosures/declarations from Mr. Harnish Bindra as required under Section 149 and other applicable provisions of the Companies Act, 2013.