

The cover features a green background with a repeating pattern of 'ABHEY OSWAL' in a lighter green. A large blue arch is positioned in the upper center, containing the title text. Below the arch, a white, folded paper-like shape extends diagonally across the middle of the page.

# **ANNUAL REPORT 2017-18**

**ABHEY  
OSWAL**  
G R O U P

**Oswal Agro Mills Limited**



**Hon'ble Shri Abhey Kumar Oswal**

## **COMPANY INFORMATION**

**Corporate Identification No. (CIN) L15319PB1979PLC012267**

### **BOARD OF DIRECTORS**

Dr. Aruna Oswal - Chairperson  
Shri Anil Bhalla - Director  
Shri Bhola Nath Gupta-CEO & Whole Time Director  
Smt. Shikha Jain - Independent Director  
Shri Ramesh Kumar Khanna- Independent Director  
Shri Mohinder Pal Singh- Independent Director

### **COMPANY SECRETARY**

Mr. Gopal

### **CHIEF FINANCIAL OFFICER**

Shri Parveen Chopra

### **AUDITORS**

M/s Agarwal & Dhandhania  
Chartered Accountants, Delhi

### **BANKERS**

HDFC Bank Limited  
RBL Bank Limited

### **REGISTERED OFFICE**

Near Jain Colony, Vijay Inder Nagar,  
Daba Road, Ludhiana - 141 003 (Punjab)  
Phone No. +91-161-2544313  
Email ID: [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. +91-11-23753652  
Fax No. +91-11-23716276

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

Skyline Financial Services Pvt. Ltd.  
D-153/A, First Floor,  
Okhla Industrial Area, Phase-I,  
New Delhi-110020  
Phone No. +91-11-40450193-97  
Fax No.+91-11-26812682  
Email ID:[sparmar@skylinerta.com](mailto:sparmar@skylinerta.com)

## CONTENTS

	<b>Page No.</b>
Notice of the Meeting	3
Directors' Report	9
Report on Corporate Governance	25
Management Discussion and Analysis	34
Independent Auditor's Report	36
Balance Sheet	40
Statement of Profit & Loss	41
Cash Flow Statement	42
Notes	44
Directors Report, Auditors Report and Financial Statement of Subsidiary Company	67
Auditors Report on Consolidated Accounts	69
Consolidated Financial Statement	72



## 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: 7<sup>th</sup> 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 38<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 27<sup>th</sup> day of September 2018 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 receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint Dr. Aruna Oswal (DIN: 00988524), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **3. CONTRIBUTION TO CHARITABLE FUNDS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members, be and is hereby accorded to the Board of Directors (herein referred to as ‘the Board’ which shall deem to mean or include any committees thereof) to contribute to such bonafide charitable and other funds as may be deemed fit and appropriate by the Board provided that the aggregate amount of contribution to such funds in any financial year shall not exceed the limits as set out in Section 181 or a sum of ₹ 750 lacs (Rupees Seven hundred fifty lacs only) whichever is higher.”

##### **4. APPOINTMENT OF SHRI RAMESH KUMAR KHANNA (DIN:08166297) 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 149, 152, 160 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 modifications 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 Appointment and Remuneration Policy of the Company, Shri Ramesh Kumar Khanna (DIN:08166297) who was appointed as an Additional Director of the Company effective from July 6<sup>th</sup> 2018 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 consecutive years, and shall not be liable to retire by rotation.”

##### **5. APPOINTMENT OF SHRI MOHINDER PAL SINGH (DIN:08155393) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 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 modifications 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 Appointment and Remuneration Policy of the Company, Shri Mohinder Pal Singh (DIN: 08155393), who was appointed as an Additional Director of the Company effective from July 6<sup>th</sup> 2018 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 consecutive years, and shall not be liable to retire by rotation.”

##### **6. AUTHORITY TO GIVE LOANS, GUARANTEES AND/OR MAKE INVESTMENTS 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 modifications 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 authorize 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.750 Crores.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to negotiate the terms and conditions of the above said investment, 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 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 : 16.08.2018

Gopal  
Company Secretary

**NOTES:**

1. A member entitled to attend and vote at the 38<sup>th</sup> 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 to 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 Director(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 21<sup>st</sup> September, 2018 to 27<sup>th</sup> September, 2018 (both days inclusive).
6. Cut-Off Date:
  - i) The notice is being sent to all the members, whose name appears as on 10<sup>th</sup> August, 2018 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent (RTA) 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 Thursday, 20<sup>th</sup> September, 2018 (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) **Open a demat account free of cost with NSDL under an exclusive offer from Religare Securities Limited to the members of 'OSWAL AGRO MILLS LIMITED'. Interested members simply need to give a missed call at 011-66781414 to Religare Securities Limited and may avail the exclusive festive offer.**
  - (c) 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 alongwith the Annual Report for the financial year 2017-18 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. **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.**
18. **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 and Regulation 44 of the Listing Regulations, 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:-

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](https://www.evoting.nsdl.com/).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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 Monday, 24<sup>th</sup> September, 2018 (9.00 A.M.) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5.00 P.M.). There after 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 20<sup>th</sup> September, 2018, 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 thereafter 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 Exchange.

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

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

**1. Dr. Aruna Oswal**

Dr. Aruna Oswal has been appointed as Director and Chairperson of the company w.e.f. 2<sup>nd</sup> April 2016 on the Board of the Company. She is the wife of famous Industrialist Late Shri Abhey Kumar Oswal. She holds the degree of Master of Arts. She is 67 years of age.



She has vast experience in commercial and administrative field and made valuable contribution in the growth of the Company. She has provided valued insights and perspectives to the Board deliberations on complex financial and operational issues. She is associated with the Company since long time. She is head trustee of Loomba Foundation in India. The Foundation works majorly to provide education to children of widows and program of women empowerment. She is acting as a Co-president and international trustee to World Council of Religion for Peace. She is also representing as Vice President to the World Jain Confederation and supporting their philosophy which benefits the community at large. She is representing the Board on Women Task Force at PHD family welfare. She has been honoured with Honorary Doctorate Degree of APAMALL from University of Wisconsin, Madison (USA).

She was also the director on the Board of following companies during the year:-

1. Oswal Greentech Limited - Whole Time Director & Chairperson
2. Lions Co-ordination Committee of India Association
3. Lions India Education Promotion Council
4. Follow Your Dreams Foundation India

She is one of the promoter of the company and holding 5,60,26,460 equity shares in the company.

She is member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Share Transfer Committee of your company.

## **2. Shri Ramesh Kumar Khanna**

Shri Ramesh Kumar Khanna is 63 years of age. He is a commerce graduate and a member of the Institute of Chartered Accountants of India. He has an experience of about 35 years in the field of Finance, Direct Taxation and Company Law Matters also. He is a member of Audit Committee and Nomination and Remuneration committee of your company. It would be in the interest of the Company to have the benefit of his vast experience and wide knowledge in the finance functions of the Company. He does not holds any directorship or committee membership of any other listed Company and does not holds any share of your company.

## **3. Shri Mohinder Pal Singh**

Shri Mohinder Pal Singh is 35 years of age. He was appointed as an Additional Director on the Board of the Company w.e.f. 6<sup>th</sup> July 2018. He is a commerce graduate from Punjab University and passed intermediate level of the Institute of Chartered Accountants of India. He has a vast experience in the field of Finance, Accounting and Taxation. He is a member of Audit Committee of your company. He does not holds any directorship or committee membership of any other listed Company and does not holds any share of your company.

## **EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES**

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

### **ITEM NO 3.**

The company has been receiving the number of applications and requests for contribution to charitable and other funds. This resolution is for enabling and authorizing the Company to contribute to national, charitable, social, benevolent, public or general and other funds / institutions / hospitals / trusts / entities, from time to time, for any national, charitable, social, benevolent, public or general causes not directly relating to the business of the Company or the welfare of its employees, above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013.

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bonafide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

Also, in order to do any CSR activity, some contributions/ expenditures may come under the purview of Section 181 of the Companies Act, 2013. As required under Section 181 of Companies Act, 2013, donation of any amount which is higher than the limits prescribed in the Section, requires the sanction/approval of shareholders of the Company in General Meeting.

The Board of Directors, therefore, recommend the Resolution under item no. 3 to be passed as an Ordinary Resolution by the members.

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

### **ITEM NO 4**

#### **Shri Ramesh Kumar Khanna**

Shri Ramesh Kumar Khanna was appointed as an Additional Director of the Company w.e.f. 6<sup>th</sup> July 2018. He is a commerce graduate and a member of the Institute of Chartered Accountants of India. He has a vast experience of more than 35 years in the field of Finance, Direct Taxation and Company Law Matters also. He is a person having wide knowledge and experience in various field. He is a member of various committee of your company i.e. Audit Committee and Nomination and Remuneration Committee.

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 Shri Ramesh Kumar Khanna. 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 Listing Regulations 2015 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.

Neither he nor any of his family members hold any shares of your company. Except Shri Ramesh Kumar Khanna 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.

**ITEM NO 5.****Shri Mohinder Pal Singh**

Shri Mohinder Pal Singh was appointed as an Additional Director of the Company w.e.f. 6<sup>th</sup> July 2018. He is a commerce graduate from Punjab University and passed intermediate level of the Institute of Chartered Accountants of India. He has a vast experience in the field of Finance, Accounting and Taxation. He is a member of Audit Committee of your company.

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 Shri Mohinder Pal Singh. 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 Listing Regulations 2015 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.

Neither he nor any of his family members hold any shares of your company. Except Shri Mohinder Pal Singh 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 5. The Board recommends the resolution for your approval.

**ITEM NO 6.**

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 750 Crores, under the provisions of Section 186 of the Companies Act, 2013. The Board recommends passing the Special Resolution set out in Item No. 6 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

Place : New Delhi  
Dated : 16.08.2018

Gopal  
Company Secretary