OSWAL AGRO MILLS LIMITED

CIN: L15319PB1979PLC012267
Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana, Punjab – 141003
Website: www.oswalagromills.com | Email: cs@oswalagromills.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs ("**MCA**") inter alia including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 including the latest being No. 03/2025 dated September 22, 2025, read with other relevant circulars, (collectively referred to as the "**MCA Circulars**") from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, are proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("**the Postal Ballot**") only by way of remote e-voting ("**e-voting**") for the following Ordinary/Special resolutions:

S. No	Particulars	Type of Resolution
1.	Appointment of Mr. Vimal Bhatnagar (DIN: 11089200) as an Independent Director (Non-Executive) of the Company.	Special
2.	Appointment of Ms. Prerna Singh (DIN: 10153909) as an Independent Director (Non-Executive) of the Company.	Special
3.	Appointment of Mr. Babu Ram Somani (DIN: 09517274) as an Independent Director (Non-Executive) of the Company.	Special
4.	Appointment of Mr. Rahul Khadriya (DIN: 03578394) as an Independent Director (Non-Executive) of the Company.	Special

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP").

The Board has appointed M/s Anuj Gupta & Associates, Practising Company Secretaries (FRN: S2015DE314800), represented by Mr. Anuj Gupta, Membership No. ACS 31025, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited ("NSDL") for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

Commencement of e-voting period	09:00 A.M. on 07.08.2026
Conclusion of e-voting period	05:00 P.M. on 06.09.2026
Cut-off date for eligibility to vote	31.07.2026

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on 06.09.2026, and will be disallowed thereafter. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on 08.09.2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 06.09.2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

<u>Item of business requiring consent of shareholders through Postal Ballot (remote e-voting):</u>

1. **APPOINTMENT OF MR. VIMAL BHATNAGAR (DIN: 11089200) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a ***special resolution****:*

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vimal Bhatnagar (DIN: 11089200), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from June 11, 2026 in terms of Section 161(1) of the Act, and who holds office up to the date of this Postal Ballot, 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, and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (one) year commencing from June 11, 2026.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel be and are hereby severally authorised to file the necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

2. **APPOINTMENT OF MS. PRERNA SINGH (DIN: 10153909) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as ***special resolution****:*

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Prerna Singh (DIN: 10153909), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from June 11, 2026 in terms of Section 161(1) of the Act, and who holds office up to the date of this Postal Ballot, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, and who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (one) year commencing from June 11, 2026.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel be and are hereby severally authorised to file the necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

3. **APPOINTMENT OF MR. BABU RAM SOMANI (DIN: 09517274) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a ***special resolution****:*

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Babu Ram Somani (DIN: 09517274), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from June 11, 2026 in terms of Section 161(1) of the Act, and who holds office up to the date of this Postal Ballot, 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, and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (one) year commencing from June 11, 2026.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel be and are hereby severally authorised to file the necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. **APPOINTMENT OF MR. RAHUL KHADRIYA (DIN: 03578394) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a ***special resolution****:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and

Qualification of Directors) Rules, 2014, and Regulations 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rahul Khadriya (DIN: 03578394), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from July 27, 2026 in terms of Section 161(1) of the Act, and who holds office up to the date of this Postal Ballot, 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, and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from July 27, 2026.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to file the necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

BY ORDER OF BOARD OF DIRECTORS
Sd/-
SRISHTI AGRAWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A72083

DATE: 05.08.2026
PLACE: Delhi

REGISTERED OFFICE:
NEAR JAIN COLONY, VIJAY INDER NAGAR, DABA ROAD,
LUDHIANA, PUNJAB – 141003

NOTES

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the Resolution(s) are annexed hereto along with Postal Ballot Notice ("Notice") for your consideration.

2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is 31.07.2026 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

3. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31.07.2026. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The Postal Ballot Notice will be available on the Company's website.

4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means ("e-voting") to the Members, to enable them to cast their votes electronically and vote on all the resolutions through the e-voting service facility arranged by the National Securities Depositories Limited ("NSDL"). The instructions for e-voting forms part of this Notice.

6. The e-voting period commences from 9.00 a.m. IST on 07.08.2026 to 5.00 p.m. IST on 06.09.2026. During this period, Members holding shares either in physical form or in dematerialized form, as on 31.07.2026, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

7. M/s Anuj Gupta & Associates, Practising Company Secretaries (FRN: S2015DE314800), Mr. Anuj Gupta, Membership No. ACS 31025 as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting) in accordance with Law, in a fair and transparent manner.

8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 08.09.2026. The same will also be displayed on the website of the Company www.oswalagromills.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<u>How do I vote electronically using NSDL e-Voting system?</u>

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 M/s Anuj Gupta & Associates at csanujgupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 : 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@oswalagromills.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@oswalagromills.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

BY ORDER OF BOARD OF DIRECTORS
Sd/-
SRISHTI AGRAWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A72083

DATE: 05.08.2026
PLACE: Delhi

REGISTERED OFFICE:
8TH NEAR JAIN COLONY, VIJAY INDER NAGAR, DABA ROAD,
LUDHIANA, PUNJAB – 141003

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out the relevant information as required under Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As regards the material related party transactions, the explanatory statement also contains the disclosures required under Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" formulated by Industry Standard Forum in consultation with the Securities and Exchange Board of India ("SEBI"), issued on June 26, 2025 and effective from September 01, 2025.

Item No. 1:

The Board of Directors of the Company, by way of a resolution passed by circulation with effect from June 11, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vimal Bhatnagar (DIN: 11089200) as an Additional Director of the Company in the category of Non-Executive Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Vimal Bhatnagar holds office as an Additional Director up to the date of this Postal Ballot / the ensuing General Meeting, whichever is earlier. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, in order to confirm his appointment as an Independent Director of the Company, the approval of the Members is being sought by way of a Special Resolution through this Postal Ballot, in terms of Regulation 25(2A) of the SEBI Listing Regulations.

The Company has received from Mr. Vimal Bhatnagar:

- Consent to act as Director in Form DIR-2 pursuant to Section 152 of the Act;
- Intimation in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and
- A declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; consent for inclusion of his name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA); and other declarations as required under various applicable laws and regulations.

Mr. Vimal Bhatnagar has completed his Master of Commerce from Himachal University, CFA from ICFAI, Diploma in Business Finance and Honours Diploma in Network-Centered Computing from NIIT. He began his professional journey in 1994 as a Faculty of Accounts, delivering lectures on various aspects of finance including preparation of financial statements, budgeting and taxation, and presently serves as an Independent Director on the Board of Vegorama Punjabi Angithi Limited, a BSE-listed entity. The Board is of the opinion that he fulfils the conditions specified under the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and that his association would be beneficial to the Company.

Mr. Vimal Bhatnagar, being a Non-Executive Independent Director, shall be entitled to sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses, within the limits prescribed under the Act, and shall not be entitled to any stock options of the Company.

Except Mr. Vimal Bhatnagar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Special Resolution as set out in the Postal Ballot Notice for approval of the Members.

Item No. 2:

The Board of Directors of the Company, by way of a resolution passed by circulation with effect from June 11, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Prerna Singh (DIN: 10153909) as an Additional Director of the Company in the category of Non-Executive Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Prerna Singh holds office as an Additional Director up to the date of this Postal Ballot / the ensuing General Meeting, whichever is earlier. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, in order to confirm her appointment as an Independent Director of the Company, the approval of the Members is being sought by way of a Special Resolution through this Postal Ballot, in terms of Regulation 25(2A) of the SEBI Listing Regulations.

The Company has received from Ms. Prerna Singh:

- Consent to act as Director in Form DIR-2 pursuant to Section 152 of the Act;
- Intimation in Form DIR-8 to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and
- A declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; consent for inclusion of her name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA); and other declarations as required under various applicable laws and regulations.

Ms. Prerna Singh is a practising Company Secretary with over 9 years of professional experience in corporate governance, statutory compliance and board advisory. She holds a Bachelor of Commerce degree from Delhi University, has been in independent practice since April 17, 2017, and presently serves as an Independent Director on the Board of AK Infradream Limited. The Board is of the opinion that she fulfils the conditions specified under the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and that her association would be beneficial to the Company.

Ms. Prerna Singh, being a Non-Executive Independent Director, shall be entitled to sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses, within the limits prescribed under the Act, and shall not be entitled to any stock options of the Company.

Except Ms. Prerna Singh and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Special Resolution as set out in the Postal Ballot Notice for approval of the Members.

Item No. 3:

The Board of Directors of the Company, by way of a resolution passed by circulation with effect from June 11, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Babu Ram Somani (DIN: 09517274) as an Additional Director of the Company in the category of Non-Executive Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Babu Ram Somani holds office as an Additional Director up to the date of this Postal Ballot / the ensuing General Meeting, whichever is earlier. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, in order to confirm his appointment as an Independent Director of the Company, the approval of the Members is being sought by way of a Special Resolution through this Postal Ballot, in terms of Regulation 25(2A) of the SEBI Listing Regulations.

The Company has received from Mr. Babu Ram Somani:

- Consent to act as Director in Form DIR-2 pursuant to Section 152 of the Act;
- Intimation in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and
- A declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; consent for inclusion of his name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA); and other declarations as required under various applicable laws and regulations.

Mr. Babu Ram Somani is a qualified Chartered Accountant who has played a pivotal role in advising industries and businesses engaged in manufacturing, the FMCG sector and import-export houses, and has handled matters pertaining to direct and indirect taxation, project finance, data analysis, planning and compliance. The Board is of the opinion that he fulfils the conditions specified under the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and that his association would be beneficial to the Company.

Mr. Babu Ram Somani, being a Non-Executive Independent Director, shall be entitled to sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses, within the limits prescribed under the Act, and shall not be entitled to any stock options of the Company.

Except Mr. Babu Ram Somani and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Special Resolution as set out in the Postal Ballot Notice for approval of the Members.

Item No. 4:

The Board of Directors of the Company, at its meeting held on July 27, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rahul Khadriya (DIN: 03578394) as an Additional Director of the Company in the category of Non-Executive Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Rahul Khadriya holds office as an Additional Director up to the date of this Postal Ballot / the ensuing General Meeting, whichever is earlier. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, in order to confirm his appointment as an Independent Director of the Company, the approval of the Members is being sought by way of a Special Resolution through this Postal Ballot, in terms of Regulation 25(2A) of the SEBI Listing Regulations.

The Company has received from Mr. Rahul Khadriya:

Consent to act as Director in Form DIR-2 pursuant to Section 152 of the Act;
Intimation in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
A declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; consent for inclusion of his name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA); and other declarations as required under various applicable laws and regulations.

CS Rahul Khadriya (B.Com, FCS, LLB) is a seasoned professional with over 15 years of experience in corporate advisory and the practice of Company Secretarial services, and is the Managing Partner of M/s SRC & Co., Company Secretaries. His areas of specialisation include secretarial audit, legal due diligence, corporate restructuring, mergers, demergers, buy-backs, FEMA compliance and IPO/FPO related matters. The Board is of the opinion that he fulfils the conditions specified under the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and that his association would be beneficial to the Company.

Mr. Rahul Khadriya, being a Non-Executive Independent Director, shall be entitled to sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses, within the limits prescribed under the Act, and shall not be entitled to any stock options of the Company.

Except Mr. Rahul Khadriya and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Special Resolution as set out in the Postal Ballot Notice for approval of the Members.

Additional Information on Directors seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by ICSI, is given hereunder:

Name of Director	**Mr. Vimal Bhatnagar**	**Ms. Prerna Singh**
DIN	11089200	10153909
Date of Birth	November 13, 1972	November 12, 1990
Nationality	Indian	Indian
Occupation	Professional (Faculty of Accounts / Finance)	Company Secretary in Practice
Date of first appointment on the Board	11.06.2026	11.06.2026
Qualification	M.Com (Himachal University); CFA (ICFAI); Diploma in Business Finance; Honours Diploma in Network-Centered Computing (NIIT)	B.Com (Delhi University); CS
Terms and conditions of appointment / re-appointment and remuneration	Appointed as an Independent Director (Non-Executive) for a term of 1 (one) year w.e.f. June 11, 2026, not liable to retire by rotation; entitled to sitting fees within the limits prescribed under the Act.	Appointed as an Independent Director (Non-Executive) for a term of 1 (one) year w.e.f. June 11, 2026, not liable to retire by rotation; entitled to sitting fees within the limits prescribed under the Act.
Experience / Brief Profile	Experienced finance professional (since 1994) engaged in teaching and advisory on financial statements, budgeting and taxation; presently an	Practising Company Secretary with 9+ years' experience in corporate governance, statutory compliance and board advisory; in practice since April

	Independent Director of Vegorama Punjabi Angithi Limited (BSE-listed).	17, 2017; Independent Director of AK Infradream Limited.
Number of Meetings of the Board attended during FY 2025-26	Not Applicable (appointed during FY 2026-27)	Not Applicable (appointed during FY 2026-27)
Directorships held in other companies (excluding foreign & Section 8 companies)	Vegorama Punjabi Angithi Limited; Oswal Greentech Limited	AK Infradream Limited; Oswal Greentech Limited
Memberships / Chairmanships of Committees of other public companies	4 Chairmanship 3 Membership	1 Chairmanship
Number of shares held in the Company	Nil	Nil
Relationship with other Directors, Manager and other KMP of the Company	None	None

Additional Information on Directors seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by ICSI, is given hereunder:

Name of Director	**Mr. Babu Ram Somani**	**Mr. Rahul Khadriya**
DIN	09517274	03578394
Date of Birth	April 01, 1953	July 30, 1988
Nationality	Indian	Indian
Occupation	Chartered Accountant	Company Secretary in Practice
Date of first appointment on the Board	11.06.2026	27.07.2026
Qualification	Chartered Accountant (ICAI)	B.Com; FCS; LLB — Managing Partner, M/s SRC & Co., Company Secretaries
Terms and conditions of appointment / re-appointment and remuneration	Appointed as an Independent Director (Non-Executive) for a term of 1 (one) year w.e.f. June 11, 2026, not liable to retire by rotation; entitled to sitting fees within the limits prescribed under the Act.	Appointed as an Independent Director (Non-Executive) for a term of 5 (five) consecutive years w.e.f. July 27, 2026, not liable to retire by rotation; entitled to sitting fees within the limits prescribed under the Act.
Experience / Brief Profile	Qualified Chartered Accountant advising manufacturing, FMCG and import-export businesses on direct & indirect taxation, project finance, planning and compliance.	Company Secretary (FCS, LLB) with 15+ years in corporate advisory; Managing Partner, M/s SRC & Co.; specialises in secretarial audit, due diligence, restructuring, FEMA and IPO/FPO matters.
Number of Meetings of the Board attended during FY 2025-26	Not Applicable (appointed during FY 2026-27)	Not Applicable (appointed during FY 2026-27)
Directorships held in other companies	Vegorama Punjabi Angithi Limited, Oswal Greentech Limited	Nil

(excluding foreign & Section 8 companies)		
Memberships / Chairmanships of Committees of other public companies	1 Chairmanship 4 Membership	Nil
Number of shares held in the Company	Nil	Nil
Relationship with other Directors, Manager and other KMP of the Company	None	None