

OSWAL AGRO MILLS LIMITED
CIN: L15319PB1979PLC012267

Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab)

Corporate Office: 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Road, New Delhi-110001

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NOTICE OF POSTAL BALLOT

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

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings/ conducting postal ballot process through e-voting and any other applicable law, act, rules, regulations, circulars, and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of Oswal Agro Mills Limited (the "Company") by means of Postal Ballot, only by way of remote electronic voting ("e-voting" or "remote e-voting") process.

The detailed Explanatory Statement setting out the material facts concerning the Resolutions and instructions for remote e-voting, are annexed to this Notice.

SPECIAL BUSINESS:

1. To approve appointment of Ms. Shreya Choudhary (DIN:11469420) as Whole time Director and Chief Executive Officer(CEO) of the Company

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

"RESOLVED THAT the provisions of Sections 149, 152, 161, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and Article of Association of the Company, Ms. Shreya Choudhary (DIN:11469420), who was appointed as an Additional director in category of Whole time Director & CEO of the Company in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the next Annual General Meeting or three months from the date of her appointment, whichever is earlier and being eligible for appointment and based on the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as a Whole time Director designated as Executive Director and CEO of the Company for a term of 3(three) years w.e.f January 07, 2026 on the following terms and conditions, including remuneration and prerequisites:

1. Remuneration of Rs. 5,00,000 (Rupees Five Lakh only) per month.
2. Other terms and conditions:
 - a) No sitting fees shall be payable to Ms. Shreya Choudhary for attending meetings of the Board or any Committee thereof.
 - b) She shall be liable to retire by rotation during her tenure as Whole time Director
 - c) She shall be responsible for the overall management and day-to-day operations of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of Ms. Shreya Choudhary to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provisions under the Act for the time being in force, provided, however, that the remuneration payable to Ms. Shreya Choudhary shall be within the limits set out in the said Act including the Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the appointment letter issued by the company to Ms. Shreya Choudhary shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the currency of her appointment as Whole time Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Ms. Shreya Choudhary as minimum remuneration provided that the total remuneration by way of salary and other allowances, if any shall not exceed the ceiling provided in Section II(A) of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

RESOLVED FURTHER THAT any one of the Director or any other Key Managerial Personnel of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

2. Approval of payment of annual remuneration to Mr. Shael Oswal, Non-Executive Director & Vice Chairperson of the Company

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

“RESOLVED THAT pursuant to the Regulation 17(6)(ca) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 read with relevant rules, if any, (including any statutory modification or re- enactment thereof, for the time being in force), and based on the recommendation of the Nomination & Remuneration committee and board of directors of the Company, the consent of the members be and is hereby accorded for the payment of remuneration as mentioned below to Mr. Shael Oswal (DIN: 00256956), Non-executive director of the Company during the financial year 2026-27 exceeding fifty percent of the total remuneration payable to all Non-executive directors of the Company during the financial year 2026-27.

Details of remuneration payable to Mr. Shael Oswal is as follows:

Remuneration:

Remuneration	Rs. 25,00,000/- per month
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Perquisites:

Insurance	Accidental & Health Insurance Policy as per the Rules of the Company
Car	Car with chauffeur
Club membership	Club membership for official purpose
Entertainment expenses	Reimbursement of actual expenses incurred for official entertainment
Stock Options	NA

RESOLVED FURTHER THAT any one of the Director or any other Key Managerial Personnel of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**By order of the Board of Directors
For Oswal Agro Mills Limited**

**Sd/-
Payal Agarwal
Company Secretary
M. No.: A71645**

Place: New Delhi

Date: February 25, 2026

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 and 108 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, February 27, 2026 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date.
3. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote E-Voting only. The Company has engaged the services of NSDL to provide Remote E-Voting facility to its member.
5. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non- registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. The Company is providing remote e-voting facility to its members, to enable the Members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 17 of this Notice.
7. The remote e-voting shall commence on Friday, March 06, 2026 at 09:00 a.m. (IST) and shall end on Saturday, April 04, 2026 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. A copy of this Notice is also available on the website of the Company at www.oswalagromills.com , the website of BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com , on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
9. The vote in this Postal Ballot cannot be exercised through proxy.
10. Members desirous of inspecting the documents referred to in the notice or explanatory statement may send their requests to cs@oswalagromills.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot i.e. Saturday, April 04, 2026.
11. The Company has appointed Mr. Jay Mehta, Company Secretary in Practice (Membership no. FCS 8672 & COP No. 8694) and Proprietor of M/s. Jay Mehta & Associates, Mumbai, as Scrutinizer for

conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and Mr. Jay Mehta has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any person authorised by her. The results of e-voting will be announced on or before Monday, April 06, 2026 and displayed on the website of the Company www.oswalagromills.com and on the website of NSDL immediately after the declaration of results by the Chairperson or any person authorized by her in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, April 4, 2026, i.e. the last date specified for receipt of votes through the Remote E- voting process. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and in vernacular newspaper in Punjabi language, each with wide circulation in the district, where the Registered Office of the Company is situated, pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 and the same will also be uploaded on the Company's website: www.oswalagromills.com
14. Those Members who have already registered their email addresses are requested to keep the same validated with their DPs/Depositories/RTA to enable serving of notices/ documents/ Annual Reports and other communications electronically to their email address in future.
15. **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:**
 - I. 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.
 - II. 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 shareholder 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**.
 - III. 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.
 - IV. 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 to access e-Voting facility.
16. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
17. The instructions for equity shareholders for remote e-voting are as under:

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.	<ol style="list-style-type: none"> 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. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 e-Voting 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 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. 1800-21-09911

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 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, 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. Corporate and 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 jay@csjaymehta.in 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. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, ‘A’ Wing , 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, at designated email id- 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 shareholder 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 to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 AND ADDITIONAL DISCLOSURE AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 1

The Board of Directors at their meeting held on January 07, 2026 and based on the recommendations of the Nomination & Remuneration Committee approved the appointment Ms. Shreya Choudhary (DIN: 11469420) as an Additional Director in category of Whole time Director and CEO of the Company for a period of three (3) years, commencing from January 07, 2026 subject to the approval of members of the Company and such other necessary approval(s) as may be required. Further the Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Ms. Shreya Choudhary for the office of Director of the Company.

The Company has received requisite consent(s)/intimation(s)/disclosure(s) as required under the Act

and the rules made thereunder from Ms. Shreya Choudhary (DIN: 11469420) and she is not disqualified from being appointed as director in terms of Section 164 of the Act. Further, Ms. Shreya Choudhary is not debarred from holding the office of a director by virtue of any Securities and Exchange Board of India order or any such other authority.

Ms. Shreya Choudhary is the member of Institute of Chartered Accountant of India having strong experience in financial management, direct and indirect taxation and financial reporting across diverse industry sectors. Her professional experience includes efficient compliance with various statutory and regulatory requirement. She is known for her strong analytical and research skills, attention to detail, and ability to interpret complex financial and tax regulations to support effective decision-making.

The Board is of the opinion that the appointment of Ms. Shreya Choudhary (DIN: 11469420) as a Whole time Director & CEO of the Company would be of immense benefit to the Company and accordingly it recommends a Special Resolution for the proposed appointment and payment of remuneration, as set out at Item No. 1 of this Notice, for approval by the Members.

Relevant documents setting out the terms and conditions of the appointment of the Whole time Director and CEO of the Company would be available for inspection by the Members at the registered office/ corporate office of the Company on any working day during business hours.

Except Ms. Shreya Choudhary, none of the other Director(s) or Key Managerial Personnel(s) of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

S. No.	Particulars	Ms. Shreya Choudhary (Proposed Whole time Director & CEO)
1.	Nature of industry	The Company is engaged in commodity trading and development of real estate projects.
2.	Date or expected date of commencement of commercial Production	The Company had commenced its business in the year 1980.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance based on given indicators	(Amt. in Rs. lakhs)			
		Particulars	FY 24-25	FY 23-24	FY 22-23
		Revenue from operation	16,176.69	186.73	2795.34
		Profit before Tax	14,557.37	390.83	1603.73
		Profit after Tax	10,882.44	175.36	938.17
	Earnings per	8.11	0.13	0.70	
5.	Foreign investments or collaborations, if any	Not Applicable			

II. Information about Ms. Shreya Choudhary- Proposed Whole time Director & CEO:

6.	Background details	Ms. Shreya Choudhary (DIN: 11469420) is a qualified member of the Institute of Chartered Accountants of India with strong expertise in accounting, finance, and taxation. She has significant experience in financial management, direct and indirect taxation, and financial reporting. She has handled statutory and regulatory compliances, financial statements, tax planning, budgeting, and internal controls. With strong analytical skills and sound regulatory knowledge, she brings strategic financial insight and discipline to the organization. Ms. Shreya is well-equipped to contribute effectively to the Company's long-term growth and success.
7.	Past remuneration	NIL
8.	Recognition or awards	None
9.	Job profile and his suitability	<p>Ms. Shreya Choudhary is the member of Institute of Chartered Accountant of India having strong experience in financial management, direct and indirect taxation and financial reporting across diverse industry sectors. Her professional experience includes efficient compliance with various statutory and regulatory requirement. She is known for her strong analytical and research skills, attention to detail, and ability to interpret complex financial and tax regulations to support effective decision-making.</p> <p>As a Whole-time director & CEO of Oswal Agro Mills Limited, Ms. Shreya Choudhary would be responsible for overseeing the Company's overall operations, strategic planning and financial management. Her finance specialization and a vast work experience would enable the Company to make informed decisions and faster sustainable growth. The Company expects to achieve new height under her guidance.</p>

10.	Remuneration proposed	(As mentioned in the Resolution no. 1 in this notice).
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Nomination & Remuneration Committee and the Board of the Company had, while approving and recommending the said remuneration of Ms. Shreya Choudhary considered the financial position and size of the Company, trend in other Companies, trends in the managerial remuneration, her qualifications, experience, profile and responsibilities.
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, Ms. Shreya Choudhary doesn't have any pecuniary relationship directly or indirectly with the Company. Ms. Shreya Choudhary is not related to any other Director or Managerial Personnel of the Company.

III. Other information:

13.	Reasons of loss or inadequate profits	The Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also.
14.	Steps taken or proposed to be taken for improvement	The Company has implemented a strategic plan that focuses on diversification and efficiency. Further, the Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also.
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

INFORMATION REGARDING THE PROPOSED DIRECTOR IN PURSUANCE OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Director (DIN)	Ms. Shreya Choudhary (DIN:11469420)
Category	Executive Director
Date of Birth & Age	March 13, 2002 (23 years as on February 25, 2026)
Qualification	Chartered Accountant (ICAI)
Brief Resume and expertise/ experience of Director	Ms. Shreya Choudhary is the member of Institute of Chartered Accountant of India having strong experience in financial management, direct and indirect taxation and financial reporting across diverse industry sectors. Her professional experience includes efficient compliance with various statutory and regulatory requirement. She is known for her strong analytical and research skills, attention to detail, and ability to interpret complex financial and tax regulations to support effective decision-making. As a Whole-time director & CEO of Oswal Agro Mills Limited, Ms.

	Shreya Choudhary would be responsible for overseeing the Company's overall operations, strategic planning and financial management. Her finance specialization and a vast work experience would enable the Company to make informed decisions and faster sustainable growth.
Date of first appointment on the Board	January 07, 2026
Expertise in specific functional areas	Finance and Taxation
Relationship with other Directors inter-se and Key Managerial Personnel	None
Details of Board Meeting attended by the Directors during the year	1
Terms & conditions of appointment along with Remuneration	Executive Director, liable to retire by rotation
Remuneration last drawn	NIL
Remuneration proposed to be Paid	(As mentioned in the Resolution no. 1 of this Notice).
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies}#	NA
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held	NA
No. of equity shares held	NIL

#As per latest disclosure received from the Director

Item No.2

The Members of the Company had approved the appointment and remuneration of Mr. Shael Oswal (DIN: 00256956) as Director (Non-Executive & Non-Independent) and Vice Chairperson of the Company through Postal Ballot on August 14, 2025. There has been no change in the annual remuneration payable to Mr. Shael Oswal, and the present resolution is being proposed pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution shall be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

In compliance with the aforesaid provision, the Company seeks the approval of the shareholders for payment of remuneration to Mr. Shael Oswal, which is likely to exceed fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors of the Company for the financial year 2026-27.

The Board of Directors recommends the Resolution set out under Item No. 2 of this Notice for approval of the Members by way of a Special Resolution.

Except Mr. Shael Oswal, Mrs. Aruna Oswal and their relatives, none other Director(s) and Key Managerial Personnel(s) of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

**By order of the Board of Directors
For Oswal Agro Mills Limited**

**Sd/-
Payal Agarwal
Company Secretary
M. No.: A71645**

**Place: New Delhi
Date: February 25, 2026**