



FORM No. MGT-13

Report of Scrutinizer(s) on E Voting & Poll

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Annual General Meeting of the Equity Shareholders
Oswal Agro Mills Limited

Held on Wednesday, September 30th, 2015 at 12:30 P.M. at the registered office of the company at Ludhiana.

Dear Sir,

I, CA Paramnoor Singh, Partner at R. Arora & Associates Chartered Accountants, was appointed as Scrutinizer for Annual General Meeting in the meeting of the Board of Directors held on Wednesday, 20th July, 2015 for the purpose of the E-Voting and poll taken on the resolutions, of Oswal Agro Mills Limited (CIN No L15319PB1979PLC012267) set out in the Notice of the Annual General Meeting.

The Shareholders of the company holding shares as on the "Cut -off" date of 23rd September, 2015 were entitled to vote through E-Voting on the proposed resolutions set out in the Notice of the 35th Annual General Meeting.

The Company has availed the e-voting facility offered by National Securities Depository Limited for conducting the e-voting by the Shareholders of the company. The E-Voting process started on Sunday 27th September, 2015 from 9:00 AM and was completed on Tuesday 29th September, 2015 at 5:00 PM.

The company has also provided voting by physical Polling Papers to the members who do not have access to e-voting facility. The Poll was taken at the Annual General Meeting of the Company held at 12:30 PM on Wednesday the 30th Day of September, 2015 at the Registered office of the company Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana – 141003 (Punjab). The locked ballot boxes were subsequently opened in presence of two (2) witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective (if any) have been treated as invalid and kept separately, if any.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited(NSDL) e-voting system and polling papers of the Annual General Meeting of the company.

I now submit my report as under on the result through e-voting and poll in respect of the said resolutions.

RESOLUTION No.1

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2015.

Total Votes Casted: 7,26,97,818

Votes Casted in Favour: 7,26,96,854

Particulars	Through E Voting	Through Poll	Total
No of Votes	5,137 (No. of Members 36)	7,26,91,717 (No. of Members 58)	7,26,96,854
% of Total Votes casted for the resolution	0.007%	99.992%	99.999%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	712 (No. of Members 5)	252	964
% of Total Votes casted against the resolution	0.001%	0.000%	0.001%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
Nil	Nil

RESOLUTION No.2

To appoint a Director in place of Mr. Anil Bhalla (DIN No. 00587533), who retires by rotation and being eligible, offers himself for re-appointment.

Total Votes considered for resolution (excluding votes of the interested parties):
7,24,34,538

Votes Casted in Favour (excluding votes of the interested parties) : 7,24,32,345

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,728 (No. of Members 27)	7,24,29,617 (No. of members 57)	72,432,345
% of Total Votes casted in favour	0.004%	99.993%	99.997%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,193 (No. of Members 12)	Nil	2,193
% of Total Votes casted against the resolution	0.003%	Nil	0.003%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No.3

Re-appointment of M/s T R Chadha & Co. Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration

Total Votes casted: 7,26,96,663

Votes Casted in Favour : 7,26,95,253

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,536 (No. of Members 28)	7,26,91,717 (No. of Members 58)	7,26,95,253
% of Total Votes casted in favour	0.005%	99.993%	99.998%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	1,410 (No. of Members 11)	Nil	1,410
% of Total Votes casted against the resolution	0.002%	Nil	0.002%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No.4

Appointment of Mr Harnish Bindra (DIN No. 07112509) as Non Executive Independent Director of the Company.

Total Votes casted: 7,26,96,613

Votes Casted in Favour: 7,26,94,475

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,758 (No. of Members 27)	7,26,91,717 (No. of Members 58)	7,26,94,475
% of Total Votes casted in favour of resolution	0.004	99.993%	99.997%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,138 (No. of Members 11)	Nil	2,138
% of Total Votes casted against the resolution	0.003%	Nil	0.003%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No.5

Appointment of Mrs. Shikha Jain (DIN No. 02615074) as Non Executive Independent Women Director of the Company.

Total Votes casted: 7,26,96,613

Votes Casted in Favour: 7,26,95,301

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,584 (No. of Members 29)	7,26,91,717 (No. of Members 58)	7,26,95,301
% of Total Votes casted in favour of resolution	0.005%	99.993%	99.998%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	1,312 (No. of Members 9)	Nil	1,312
% of Total Votes casted against the resolution	0.002%	Nil	0.002%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No.6

Appointment of Mr. Vishal Mishra (DIN No. 07238903) as Non Executive Independent Director of the Company.

Total Votes casted: 7,26,96,563

Votes Casted in Favour: 7,26,95,183

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,466 (No. of Members 27)	7,26,91,717 (No. of Members 58)	7,26,95,183
% of Total Votes casted in favour of resolution	0.005%	99.993%	99.998%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	1,380 (No. of Members 10)	Nil	1,380
% of Total Votes casted against the resolution	0.002%	Nil	0.002%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No.7

Ratification of Appointment and Remuneration of Mr. Bhola Nath Gupta (DIN No. 00562338) as Chief Executive Officer and Director of the Company.

Total Votes casted: 7,26,96,613

Votes Casted in Favour: 7,26,94,267

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,550 (No. of Members 26)	7,26,91,717 (No. of Members 58)	7,26,94,267
% of Total Votes casted in favour of resolution	0.004%	99.993%	99.997%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,346 (No. of Members 12)	NIL	2,346
% of Total Votes casted against the resolution	0.003%	NIL	0.003%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No.8

Related Party Transaction under Section 188 of the Companies Act, 2013 read with rules

Total Votes casted (excluding votes of the interested parties): 1,67,12,063

Votes Casted in Favour (excluding votes of the interested parties): 1,64,05,809

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,652 (No. of Members 24)	1,64,03,157 (No. of Members 54)	1,64,05,809
% of Total Votes casted in favour of resolution	0.016%	98.152%	98.168%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,06,254 (No. of Members 17)	Nil	3,06,254
% of Total Votes casted against the resolution	1.832%	Nil	1.832%

Invalid Votes

Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

RESOLUTION No. 9

Authority to give loans, guarantees and/or make investments under Section 186 of the Companies Act, 2013 read with rules

Total Votes casted: 7,30,00,623

Votes Casted in Favour: 7,26,94,199

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,482 (No. of Members 25)	7,26,91,717 (No. of Members 58)	7,26,94,199
% of Total Votes casted in favour of resolution	0.003%	99.577%	99.580%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,06,424 (No. of Members 16)	Nil	3,06,424
% of Total Votes casted against the resolution	0.420%	Nil	0.420%

Invalid Votes

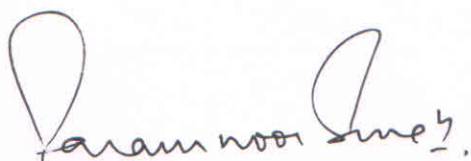
Total No. of members whose votes were declared invalid	Total No. of Votes Cast by them
NIL	NIL

A Compact Disc(CD) containing a list of equity shareholders who Voted "FOR"/"AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You

Yours Faithfully

A handwritten signature in black ink, appearing to read 'Paramnoor Singh', with a large loop at the start and a small flourish at the end.

(Scrutinizer)

Name: Paramnoor Singh

Practicing Chartered Accountant

Membership No.: 515572

Place: New Delhi

Date: 03.10.2015