

OAML/ND/2022

May 30, 2022

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East)
Mumbai - 400051
Email: cmllist@nse.co.in
Scrip Code: OSWALAGRO

The Manager
BSE Ltd.
Department of Corporate Services
Floor 25, P J Towers, Dalal Street,
Mumbai - 400001
Email: corp.relations@bseindia.com
Scrip Code: 500317

Dear Sir/ Madam,

Subject: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2022

In pursuance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2022.

You are requested to take the same on record.

Thanking you,

For Oswal Agro Mills Limited


Anjali Aggarwal
Company Secretary and Compliance Officer

Encl: A/a



Secretarial Compliance Report
{For the year ended 31st March 2022}

To
The Board of Directors
OSWAL AGRO MILLS LIMITED
Near Jain Colony, Vijay Inder Nagar,
Daba Road, Ludhiana, Punjab-141003.

We, M/s CT & Company, Company Secretaries having our office at 612, Suryakiran Building, 19 KG Marg, Connaught Place, New Delhi - 110001, have examined:

- (a) all the documents and records made available to us, and the explanation provided by OSWAL AGRO MILLS LIMITED ("the listed entity") having ("CIN: L15319PB1979PLC012267"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder, and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder for the review period, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the review period)

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Branch Office: 19, 1st Floor, Feroze Gandhi Market, Ludhiana - 141001

Tel: +91-11-43550617, 23350617, E-mail: Shivam.garg@corporatetrust.in





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the review period)
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the review period)
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, and 2018; and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
N.A.	N.A.	N.A.	N.A.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g., fines, warning letter, debarment etc.	Observations / remarks of the Practicing Company Secretary, if any
N.A.	N.A.	N.A.	N.A.	N.A.



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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.	N.A.	N.A.	N.A.	N.A.

NOTE: Pursuant to Regulation 23(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations 2015), all related party transactions shall require prior approval of the Audit Committee. As per regulation 23(4) of LODR Regulations 2015, all material-related party transactions shall require approval of the shareholders through an ordinary resolution.

During the Financial Year 2020-21, the company had dealt in the sale of commodities with one of its Related Party as per Ind AS 24. Transactions between the Company and its Related Party amounting to Rs 14.49 Cr. exceeded the threshold limit of 10% of the annual consolidated turnover during the financial year 2020-21.

However, the Audit Committee of the Company confirmed this transaction in their meeting held on 25th June 2021 during Financial Year 2021-22, and further, the shareholders ratified the same in their Annual General Meeting held on 24th September 2021.

For CT & Company
Company Secretaries

Shivam Garg
Partner

M. No. F11497, COP 16406
UDIN: F011497D000357623
PR No.: 2090/2022

Place: New Delhi
Date: 20.05.2022

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