



**Ref. OML:AUG:2018-2019**

**Dated: 14.08.2018**

Listing Department,  
**Metropolitan Stock Exchange of India Limited**  
Vibgyor Towers, 4th floor,  
Plot No C 62, Opp. Trident Hotel  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400098  
Email Id: listingcompliance@msei.in.  
Script code: OSWALMIN

Dear Sir/Madam,

**Sub: Intimation of 22<sup>nd</sup> Annual General Meeting and Annual Book Closure.**

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the 22<sup>nd</sup> Annual General Meeting of Oswal Minerals Limited will be held on Monday, the 24<sup>th</sup> September 2018 at 1.00 P.M. at its Registered Office 8/11, Police Station Road, Pallavaram, Chennai – 600 043.

We also wish to inform you that pursuant to Section 91 of the Companies Act, 2013 and in accordance with Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 18<sup>th</sup> September, 2018 to Monday, 24<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting, and the Company has fixed 17<sup>th</sup> September, 2018 as the Cut-off date for the purpose of remote e-voting, for ascertaining the names of the Shareholders holding shares either in Physical or Dematerialized form, who will be entitled to cast their votes in respect of the businesses to be transacted at the 22<sup>nd</sup> Annual General Meeting.

This is for your information and records.

Thanking you,  
Yours faithfully,

For **OSWAL MINERALS LIMITED**

  
  
**MILAN MAROTI**  
**COMPANY SECRETARY**  
**MEMBERSHIP: A49355**

## **OSWAL MINERALS LIMITED**

Correspondence : "Oswal's, # 1034, 2nd Floor, 1st Main Road, Dr. Rajkumar Road, 4th Block, Rajajinagar, Bengaluru-560 010 Ph.: 080-4309 0000 E-mail: oswalgroup@vsnl.com/ Website: www.oswalminerals.com

Regd. Off. : # 8/11, Police Station Road, Pallavaram, Chennai-600 043  
CIN: L30006TN1996PLC035973 PAN No. AACCM6499G

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **22nd** Annual General Meeting of the members of the Company will be held at its Registered Office - 8/11, Police Station Road, Pallavaram, Chennai – 600 043 on Monday, 24th September, 2018 at 1:00 p.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Financial statements for the year ended March 31, 2018 together with the reports of the Board of Directors and Auditors there on.
2. To appoint a Director in place of Smt. Saritha Devi (DIN: 01261180), Director who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a Director in place of Smt. Sapna Jain (DIN: 00436890), Director who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), be and is hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. V Pitliya & Co., Chartered Accountants (Firm Registration No: 017405S);

**RESOLVED FURTHER THAT** CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), be and is hereby appointed as Statutory Auditor of the Company to hold the office from 14th August, 2018 until the conclusion of this Annual General Meeting (22<sup>nd</sup>) of the Company, and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor.”

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

**“RESOLVED THAT** pursuant to provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 22<sup>nd</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023, (subject to ratification of his appointment at every AGM, if so required under the Act), and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor.”

6. **To re-appoint Mr. Sripal Kumar Mohanlal (DIN: 01000236) as Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other consents/approvals as may be required, the consent of the Board of Directors be and is hereby accorded for the re-appointment of Mr. Sripal Kumar Mohanlal (DIN: 01000236) as the

Managing Director of the Company for a period of 5 (five) years with effect from 26<sup>th</sup> March, 2019 (the date of appointment) to 25<sup>th</sup> March, 2024 upon the terms and conditions and payment of remuneration for the aforesaid period will be as follows, as recommended by the Remuneration Committee in its meeting.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Chennai.”

7. **To re-appoint Mr. Mohanlal Bharath Kumar Jain (DIN: 01256233) as Whole-Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other consents/approvals as may be required, the Company hereby approves the re-appointment and the terms of remuneration of Mr. Mohanlal Bharath Kumar Jain (DIN: 01256233) as Whole-Time Director of the Company for a period of 5 (five) years with effect from 26<sup>th</sup> March, 2019 (the date of appointment) to 25<sup>th</sup> March, 2024 upon the terms and conditions and payment of remuneration for the aforesaid period will be as follows, as recommended by the Remuneration Committee in its meeting.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Chennai.”

8. **Revision in overall Borrowing Powers**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier Resolution passed by the Members at their Meeting held on September 30, 2014 and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow from time to time any sum or sums of monies at its discretion, for the purpose of the business of the Company, on such terms and conditions as may be determined, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, letter of credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, buyer’s/suppliers’ credit, securitized instruments such as floating rate notes, fixed rate



notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.1000 Crore (Rupees One Thousand Crore Only).

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

9. **Creation of charge on Assets of the Company**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their Meeting held on September 30, 2014 and subject to the provisions of Section 180(1)(a) and other applicable provisions,

if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations, if any created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, other lending/ investing agencies/ trustees for holders of debentures/ bonds which may be issued to or subscribed by all or any Financial institutions/ Banks or any other investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as "Lenders") to secure Rupee / Foreign Currency Loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption costs, charges, expenses and all other monies payable by Company in respect of said loans, for which charge, mortgage, hypothecations are created, shall not, at any time exceed the limit of Rs. 1000 crore (Rupees One Thousand Crore only).

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

By Order of the Board of Directors

Sd/-

Milan Maroti

Company Secretary & Compliance Officer

Date: 14<sup>th</sup> August, 2018

Place: Bengaluru

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. THE PROXY FORM IS ANNEXED WITH THIS NOTICE.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 19 and 20.

3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members seeking any information or clarification on accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management for keeping the required information available at the meeting.
5. The details of Directors seeking re-appointment in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 (SS -2) on General Meetings are annexed hereto and forms part of this Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive) in connection with the Annual General Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to notify change if any, in their present residential address or bank mandates under their signatures immediately to the Company / RTA, quoting their folio number.
9. Members are requested to bring the attendance slip along with copies of Annual Report at the Meeting.

10. Non-Resident Indian Members are requested to inform the RTA immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the Bank with pin code number.
11. The Company has designated an exclusive e-mail ID [cs@oswalminerals.com](mailto:cs@oswalminerals.com) which would enable the members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.
12. Members holding shares in physical form are requested to approach Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company at 1, Subramanian Building, Club House Road, Mount Road, Chennai – 600002 for:
- (a) intimating the PAN No. and Bank Account No. and any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) any other queries with respect to shares held by them.
13. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
14. No Compliment or gift of any nature will be distributed at the Annual General Meeting.
15. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including the Annual Report which can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. In order to continue its endeavour towards paperless communication, the Company requests the members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. -Cameo Corporate Services Limited mentioning their Name and Folio No. The members can also register their e-mail address with the Company by sending an email at [cs@oswalminerals.com](mailto:cs@oswalminerals.com) mentioning their Name and Folio No.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant for various securities market transactions. Members holding shares in electronic form are, therefore, requested to
- submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form has to submit their PAN and Bank Account details to the RTA as per SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.
17. As per the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 it has been mandated that transfer of securities should be carried out in dematerialized form only. The members holding shares in physical form are hereby informed to convert the shares into Demat form to avail hassle free share transfer facility.
18. Electronic copy of the Annual Report for 2017-18 and Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 22<sup>nd</sup> Annual General Meeting and Annual Report for 2017-18 will also be available on Company's website at [www.oswalminerals.com](http://www.oswalminerals.com) for download.
- 19. VOTING THROUGH ELECTRONIC MEANS**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act), read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide the facility of e-voting to its Members. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by Central Depository Services (India) Limited (CDSL).
- The remote e-voting period commences on Friday, 21<sup>st</sup> September 2018 (9.00 a.m. IST) and ends on Sunday, 23<sup>rd</sup> September 2018 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17<sup>th</sup> September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iv) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (v) If you are first time user follow the steps given:
20. The instructions for members for voting electronically are as under: -
- A. In case of members receiving e-mail:
- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.



<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on Oswal Minerals Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If a Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- B.** Please follow all steps from Sr. No. [i.] to Sr. No. [xvi] herein above to cast vote.
- C. For Non-Individual Shareholders and Custodians:**
1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  4. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- D.** The shareholders shall have one vote per equity share held by them as on the cut-off date 17<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- E.** V & V Co. LLP, Company Secretary (FRN: L2017KR003100) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- F.** The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or any person authorized by him of the Company.
- G.** The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
- H.** The Results of voting shall be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company and the same shall also be simultaneously communicated to the Stock Exchange(s) where the shares of the Company is/are listed within 48 hours from the conclusion of the AGM.
- I.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



21. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office and Corporate office of the Company during normal business

hours (9:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors**

Sd/-

**Milan Maroti**

**Company Secretary & Compliance Officer**

**Date: 14<sup>th</sup> August, 2018**

**Place: Bengaluru**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****Item No. 4 & 5**

The Members of the Company at its 21<sup>st</sup> Annual General Meeting held on Monday, 18<sup>th</sup> September, 2017 had appointed M/s. V Pitliya & Co., Chartered Accountants (Firm Registration No: 017405S) as the Statutory Auditors of the Company to hold office from the conclusion of 21<sup>st</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022, subject to ratification of the appointment by the Members at every Annual General Meeting. M/s. V Pitliya & Co., Statutory Auditors vide their letter dated 31<sup>th</sup> July, 2018 have resigned as the Statutory Auditors of the Company, w.e.f closing business hours of 14<sup>th</sup> August, 2018 resulting into a casual vacancy in the office of Statutory Auditors of the Company. The Board of Directors based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), w.e.f closing business hours of 14<sup>th</sup> August, 2018 to fill the casual vacancy who shall hold office as the Statutory Auditors of the Company till the conclusion of 22<sup>nd</sup> Annual General Meeting.

The Board of Directors based on the recommendation of the Audit Committee and pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, recommended the appointment of CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), as Statutory Auditor of the Company to hold office for a period of five consecutive years, from the conclusion of the 22<sup>nd</sup> Annual General Meeting, till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023 (subject to ratification of his appointment at every AGM, if so required under the Act), and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor. The Company has received consent letter and eligibility certificate from CA. Hitesh A Salecha, Chartered Accountant, to act as Statutory Auditor of the Company along with a confirmation that, his appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Directors, therefore, recommends the Resolutions at item no. 4 & 5 to be passed as Ordinary Resolutions by the Members. None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 6**

Mr. Sripal Kumar Mohanlal (DIN: 01000236) was appointed as Managing Director of the Company on 30<sup>th</sup> September, 2014 for a period of 5 years and upon expiration of his tenure he was re-appointed in the Board Meeting held on 14<sup>th</sup> August, 2018 for a period of 5 years with effect from 26<sup>th</sup> March, 2019. The Board of Directors at its meeting held on 14<sup>th</sup> August, 2018, have recommended to re-appoint Mr. Sripal Kumar Mohanlal as Managing Director of the Company at a remuneration of total Rs. 14,00,000/- p.a (Fourteen Lakhs only) as recommended by the Nomination and Remuneration Committee for a further period of Five (5) years, commencing from 26<sup>th</sup> March, 2019 upto 25<sup>th</sup> March, 2024 subject to the approval of the Members of the Company by way of Ordinary Resolution. The Board had further authorized Nomination and remuneration Committee to approve the revision in the remuneration from time to time within the limit as approved by the Board. Mr. Sripal Kumar Mohanlal is one of the founders of the Company. He has rich and varied

experience of over 36 years in the industry. He is involved in the day to day operations of the company and knows intimately all the intricacies. He is responsible for the Company's overall business operations and strategy. It would be in the interest of the company to continue to avail of his rich experience as Managing Director of the Company.

**Item No. 7**

Mr. Mohanlal Bharath Kumar Jain (DIN: 01256233) was appointed as Whole-Time Director of the Company on 30<sup>th</sup> September, 2014 for a period of 5 years and upon expiration of his tenure he was re-appointed in the Board Meeting held on 14<sup>th</sup> August, 2018 for a period of 5 years with effect from 26<sup>th</sup> March, 2019. The Board of Directors at its meeting held on 14<sup>th</sup> August, 2018, have recommended to re-appoint Mr. Mohanlal Bharath Kumar Jain as Whole-Time Director of the Company at a remuneration of total Rs. 14,00,000/- p.a (Fourteen Lakhs only) as recommended by the Nomination and Remuneration Committee for a further period of Five (5) years, commencing from 26<sup>th</sup> March, 2019 upto 25<sup>th</sup> March, 2024 subject to the approval of the Members of the Company by way of Ordinary Resolution. The Board had further authorized Nomination and remuneration Committee to approve the revision in the remuneration from time to time within the limit as approved by the Board. He holds Bachelor's Degree of Technology, in Chemical Engineering, and has been at the helm of affairs since 2012. He is responsible for the Company's Marketing, Operations and procurements. It would be in the interest of the company to continue to avail of his rich experience as Whole-Time Director of the Company.

**Item No. 8**

Pursuant to the Section 180(1) (c) of Companies Act, 2013, the Board of Directors of a Company could, with the consent of shareholders by way of special resolution, borrow moneys, apart from temporary loans obtained from Company's Bankers in ordinary course of business, in excess of aggregate paid up capital, free reserves and securities premium. The consent of shareholders was obtained on September 30, 2014 w.r.t. section 180(1) (c) for borrowing upto Rs. 500 Crore. It is necessary to obtain fresh approval of shareholders by way of Special Resolution, to enable the Board to borrow moneys (apart from temporary loans) in excess of aggregate paid up capital, free reserves and securities premium. The borrowing limit is proposed to be increased from Rs. 500 Crore to Rs. 1000 crore. Accordingly, consent of Members is sought for Resolution in item no 8 to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their Relatives are interested in the Resolution.

**Item No. 9**

Pursuant to Section 180 (1)(a) of Companies Act, 2013, the Board of Directors of a Company could with the consent of shareholders obtained by way of Special Resolution, create charge, mortgage, hypothecate on company's assets, both present and future, in favour of lenders to secure the repayment of moneys borrowed by the Company. The consent of shareholder w.r.t. section 180 (1)(a) of the Act was obtained on September 30, 2014. Since, the borrowing limit is proposed to be increased from Rs. 500 Crore to Rs. 1000 crore, it is necessary to obtain fresh approval of shareholders by way of Special Resolution, to enable the Board to create charges, mortgages, hypothecation on Company's assets, both present and future, in favour of lenders (as mentioned in Resolution) to secure repayment of monies borrowed by the Company (termed as Loans in Resolution). Accordingly, consent of Members is sought for Resolution in item no 9 to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their Relatives are interested in the Resolution.



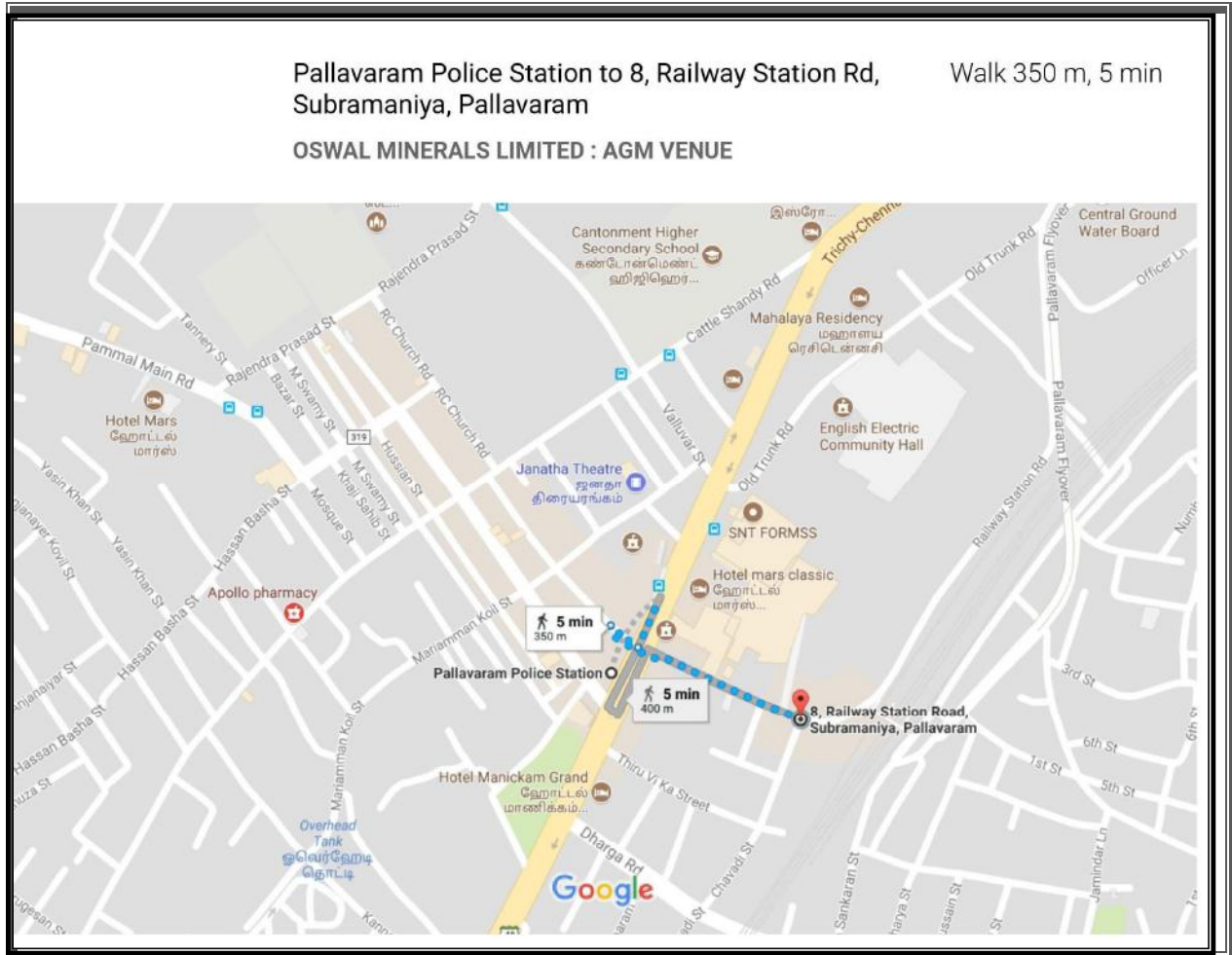
**Details of Directors seeking re-appointment / appointment at the Annual General Meeting**

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 (SS - 2)

Name of Director	Smt. Saritha Devi	Smt. Sapna Jain	Sri. Mohanlal Bharath Kumar Jain	Sri. Sripal Kumar Mohanlal
DIN	01261180	00436890	01252633	01000236
Date of Birth	13.01.1970	01.02.1982	07.04.1980	01.07.1965
Relationship with other Director inter se	Except Sri Sripal Kumar Mohanlal (Spouse) none of the other Directors of the Company are related to Smt. Saritha Devi.	Except Sri Mohanlal Bharath Kumar Jain (Spouse) none of the other Directors of the Company are related to Smt. Sapna Jain.	Except Sri Sripal Kumar Mohanlal (Brother), Sri Subhashchand Mohanlal (Brother) & Smt. Sapna Jain (Spouse) none of the other Directors of the Company are related to Sri. Mohanlal Bharath Kumar Jain.	Except Sri Mohanlal Bharath Kumar Jain (Brother), Sri Subhashchand Mohanlal (Brother) & Smt. Saritha Devi (Spouse) none of the other Directors of the Company are related to Sri. Sripal Kumar Mohanlal.
Date of Appointment	01.07.2012	07.05.2004	27.02.2010	06.02.2004
Expertise in specific functional area	Managerial and Motivational Qualities	Strategic & Management	Marketing & Operations	Leadership & Corporate Management
Brief Profile	Her presence acts as a strong mental and motivational support to Board Level of the Company.	Smt Sapna Jain is a B.B.M graduate and the Company derives a lot of benefit from her diverse professional expertise and experience in Business Operations as well as at Board Level of the Company.	Sri. Mohanlal Bharath Kumar Jain is a B.E (Chemical Engineer) and the Company derives a lot of benefit from his diverse professional expertise and experience in Operations & procurement as well as at Board Level of the Company	Sri Sripal Kumar Mohanlal, Managing Director of the Company, has working experience of more than 36 years and is actively involved in day to day working of the Company.
No. of equity shares held	Nil	278000	277900	988960
List of other companies in which Directorships held	1. Oswal Smelters Private Limited 2. Ratan Tie-up Private Limited	1. Oswal Smelters Private Limited	1. Oswal Alloys Pvt Ltd 2. Oswal Smelters Pvt Ltd 3. Jain & Snam Alloys (India) Ltd 4. Sukhi Vanijya Pvt Ltd	1. Oswal Smelters Pvt Ltd 2. Jain & Snam Alloys (India) Ltd 3. Ratan Tie-Up Pvt Ltd 4. Jain International Trading Organisation
Committee positions held in Oswal Minerals Limited	1. Member in Stakeholders Relationship Committee 2. Member in Nomination & Remuneration Committee	1. Member in Nomination & Remuneration Committee	1) Member in Audit Committee 2) Member in Stakeholders Relationship Committee 3) Member in CSR Committee	1) Member in CSR Committee
Committee positions held in other Companies	Nil	Nil	Nil	Nil
Chairmanship held in other Companies	Nil	Nil	Nil	Nil



## Route Map of the Venue of the AGM



### **AGM VENUE**

**8/11 police Station Road, Pallavaram,  
Chennai.  
Tamil Nadu- 600043.**

**For Queries Contact us:**

**Tel: 080 – 43090000**

**Email: [cs@oswalminerals.com](mailto:cs@oswalminerals.com)**

**OSWAL MINERALS LIMITED**

CIN: L30006TN1996PLC035973

Registered office: 8/11, Police Station Road, Pallavaram, Chennai – 600 043, Tamil Nadu.

Phone No: +91-80-43090000; Fax No: +91-80-43090022;

Website: [www.oswalminerals.com](http://www.oswalminerals.com) ; E-mail ID: [cs@oswalminerals.com](mailto:cs@oswalminerals.com)**ATTENDANCE SLIP**

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No./DP Client ID..... No. of shares held..... I/ We hereby record my/ our presence at the 22<sup>nd</sup> Annual General Meeting of Oswal Minerals Limited being held on Monday, 24<sup>th</sup> September, 2018 at 1.00 p.m. at the Registered office: 8/11, Police Station Road, Pallavaram, Chennai – 600 043.

Name of Member /Proxy (In BLOCK LETTERS)

Signature of Member/Proxy

**OSWAL MINERALS LIMITED**

CIN: L30006TN1996PLC035973

Registered office: 8/11, Police Station Road, Pallavaram, Chennai – 600 043, Tamil Nadu.

Phone No: +91-80-43090000; Fax No: +91-80-43090022;

Website: [www.oswalminerals.com](http://www.oswalminerals.com) ; E-mail ID: [cs@oswalminerals.com](mailto:cs@oswalminerals.com)**FORM MGT-11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L30006TN1996PLC035973  
 Name of the Company : OSWAL MINERALS LIMITED  
 Registered Office : 8/11, Police Station Road, Pallavaram, Chennai – 600 043, Tamil Nadu  
 Name of the member :  
 Registered Address :  
 Email ID :  
 Folio No./D.P ID & Client ID :

I/We, being the member(s) of ..... shares of Oswal Minerals Limited, hereby appoint

1. Name..... Address.....  
 E-mail id..... Signature..... or failing him

2. Name..... Address.....  
 E-mail id..... Signature..... or failing him

3. Name..... Address.....  
 E-mail id..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 22<sup>nd</sup> AGM of the Company, to be held on Monday, 24<sup>th</sup> September, 2018 at 1.00 p.m. at the Registered office: 8/11, Police Station Road, Pallavaram, Chennai – 600 043 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolutions	Optional (✓)*		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	Adoption of Audited Financial Statements, Directors' report & Auditors' report for the financial year ended 31 March 2018			
2	Re-appointment of Smt. Saritha Devi (DIN: 01261180) as Director, who retires by rotation			
3	Re-appointment of Smt. Sapna Jain (DIN: 00436890) as Director, who retires by rotation			
<b>Special Business</b>				
4	Appointment of CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), as Statutory Auditor of the Company, to fill the casual vacancy.			
5.	Appointment of CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), as Statutory Auditor of the Company, for a term of 5 years from the conclusion of 22 <sup>nd</sup> Annual General Meeting.			
6.	Re-appointment of Mr. Sripal Kumar Mohanlal (DIN: 01000236) as Managing Director of the Company, for a term of 5 years w.e.f 26 <sup>th</sup> March, 2019			
7.	Re-appointment of Mr. Mohanlal Bharath Kumar Jain (DIN: 01256233) as Whole-Time Director of the Company, for a term of 5 years w.e.f 26 <sup>th</sup> March, 2019			
8.	Revision in overall borrowing powers			
9.	Creation of charge on Assets of Company			

Signed this.....day of .....2018

Signature of the Member

Signature of Proxy

Affix
Revenue
Stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- \* It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- For resolutions, Explanatory Statements and notes, please refer to the Notice of the 22<sup>nd</sup> Annual General Meeting.

ELECTRONIC VOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	USER ID/ Folio No./ DP/ Client ID	SEQUENCE NO.
180809039		

**OSWAL MINERALS LIMITED**

CIN: L30006TN1996PLC035973

Registered office: 8/11, Police Station Road, Pallavaram, Chennai – 600 043, Tamil Nadu.

Phone No: +91-80-43090000; Fax No: +91-80-43090022;

Website: [www.oswalminerals.com](http://www.oswalminerals.com) ; E-mail ID: [cs@oswalminerals.com](mailto:cs@oswalminerals.com)**Form No. MGT-12****Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **Oswal Minerals Limited**  
 CIN : L30006TN1996PLC035973  
 Registered office : No.8/11, Police Station Road, Pallavaram, Chennai – 600 043  
 Ph: 080 – 43090000; Fax – 080 – 43090022  
 Email id: [oswalgroup@vsnl.com](mailto:oswalgroup@vsnl.com)

**BALLOT PAPER**

S.No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of share	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Items	Type of Resolution	No of shares held by me	I assent to the resolution	I dissent to the resolution
<b>Ordinary Business</b>					
1.	Adoption of Audited Financial Statements, Directors' report & Auditors' report for the financial year ended 31 March 2018	Ordinary			
2.	Re-appointment of Smt. Saritha Devi (DIN: 01261180) as Director, who retires by rotation	Ordinary			
3.	Re-appointment of Smt. Sapna Jain (DIN: 00436890) as Director, who retires by rotation	Ordinary			
<b>Special Business</b>					
4.	Appointment of CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), as Statutory Auditor of the Company, to fill the casual vacancy.	Ordinary			
5.	Appointment of CA. Hitesh A Salecha, Chartered Accountant, Bangalore (Membership No. 147413), as Statutory Auditor of the Company, for a term of 5 years from the conclusion of 22nd Annual General Meeting.	Ordinary			
6.	Re-appointment of Mr. Sripal Kumar Mohanlal (DIN: 01000236) as Managing Director of the Company, for a term of 5 years w.e.f 26th March, 2019	Ordinary			
7.	Re-appointment of Mr. Mohanlal Bharath Kumar Jain (DIN: 01256233) as Whole-Time Director of the Company, for a term of 5 years w.e.f 26th March, 2019	Ordinary			
8.	Revision in overall borrowing powers	Special			
9.	Creation of charge on Assets of Company	Special			

Place:  
Date:

(Signature of Shareholder / Proxy)