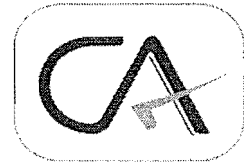


# R. ARORA & ASSOCIATES



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## **FORM No. MGT-13**

### **Report of Scrutinizer(s) on E Voting & Poll**

*[Pursuant to rule 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 Greentech Limited (Formerly Oswal Chemicals & Fertilizers Limited)

Held on September 30<sup>th</sup>, 2014 at the registered office of the company at Ludhiana

Dear Sir,

I, CA Paramnoor Singh, Partner at R. Arora & Associates, Chartered Accountants have been appointed as Scrutinizer in the meeting of the Board of Directors held on 24<sup>th</sup> July, 2014 for the purpose of the E- Voting and poll taken on the resolution(s), of Oswal Greentech Limited (Formerly Oswal Chemicals & Fertilizers Limited) (CIN No L24112PB1981PLC031099) set out in the Notice of the Annual General Meeting dated 24.07.2014.

The Shareholders of the company holding shares as on the "cut -off" date of August 8<sup>th</sup> 2014 were entitled to vote through E-Voting on the proposed resolutions set out in the Notice of the 32<sup>nd</sup> 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 21.09.2014 from 9:00 AM and was completed on 23.09.2014 at 6:00 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 10:30 am on Tuesday the 30<sup>th</sup> day of September, 2014 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 Financial Statements for the year ended 31st March, 2014 and report of Board of Directors and the Auditors thereon.

Total Votes Casted: 19,26,62,174

Votes Casted in Favour

Particulars	Through E Voting	Through Poll	Total
No of Votes	14,42,56,295 (No. of Members 94)	4,84,04,229 (No. of Members 39)	19,26,60,524
% of Total Votes casted in favor of resolution			99.99%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	1650 (No. of Members 4)	Nil	1650
% of Total Votes casted against the resolution			0.01%

Invalid Votes

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

## RESOLUTION No.2

Re-appointment of Mr. Atul Kulshrestha as Director of the company, who retires by rotation.

Total Votes Casted: 19,26,61,824

Votes Casted in Favour

Particulars	Through E Voting	Through Poll	Total
No of Votes	14,42,54,050 (No. of Members 83)	4,84,04,229 (No. of Members 39)	19,26,58,279
% of Total Votes casted in favor of resolution			99.99%

Votes Casted Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	3,545 (No. of Members 12)	Nil	3545
% of Total Votes casted against the resolution			0.01%

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 Mr. Aditya Burra Shastri, as Director of the company who retires by rotation.

Total Votes Casted: 19,26,61,574

Votes Casted in Favour

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	14,35,89,743 (No. of Members 73)	4,84,04,229 (No. of Members 39)	19,19,93,972
% of Total Votes casted in favor of resolution			99.65%

Votes Casted in Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	667602 (No. of Members 21)	Nil	667602
% of Total Votes casted against the resolution			0.35%

Invalid Votes

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

## RESOLUTION No.4

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

Total Votes Casted: 19,26,62,174

Votes Casted in Favour

Particulars	Through E Voting	Through Poll	Total
No of Votes	14,42,55,519 (No. of Members 89)	4,84,04,229 (No. of Members 39)	19,26,59,748
% of Total Votes casted in favor of resolution			99.99%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	2,426 (No. of Members 9)	Nil	2426
% of Total Votes casted against the resolution			0.01%

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 Mr. Abhey Kumar Oswal as Whole Time Director of the company for a period of 3 years form 1st April 2014 to 31st March 2017.

Total Votes considered for resolution: 14,11,17,606

Votes Casted in Favour (excluding votes by Interested parties)

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	9,27,09,801 (No. of Members 86)	4,84,04,229 (No. of Members 39)	14,11,14,030
% of Total Votes casted in favor of resolution			99.99%

Votes Casted in Against

<b>Particulars</b>	<b>Through E Voting</b>	<b>Through Poll</b>	<b>Total</b>
No of Votes	3,576 (No. of Members 11)	Nil	3576
% of Total Votes casted against the resolution			0.01%

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. Anil Bhalla as CEO & Managing Director of the company for a period of 3 years from 1st April 2014 to 31st March 2017.

Total Votes Casted: 19,26,61,774

Votes Casted in Favour

Particulars	Through E Voting	Through Poll	Total
No of Votes	14,42,53,519 (No. of Members 84)	4,84,04,229 (No. of Members 39)	19,26,57,748
% of Total Votes casted in favor of resolution			99.99%

Votes Casted in Against

Particulars	Through E Voting	Through Poll	Total
No of Votes	4,026 (No. of Members 11)	Nil	4026
% of Total Votes casted against the resolution			0.01%

Invalid Votes

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

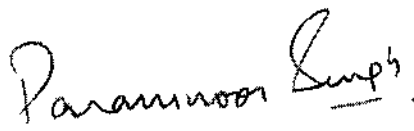


A Compact Disc (CD) containing a list of equity shareholders who Voted "FOR"/"AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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 that reads "Paramnoor Singh". The signature is written in a cursive style with a horizontal line under the name "Singh".

Scrutinizer

Name: Paramnoor Singh

Practicing Chartered Accountant

ACA 515572

Place New Delhi

Date : 04<sup>th</sup> October, 2014