

OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L24112PB1981PLC031099

Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab)**Corporate Office:** 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001**Phone:** +91-161-5002238; +91-11-23715242; **Fax:** +91-11-23716276**Website:** www.oswalgreens.com, **E-mail:** oswal@oswalgreens.com**NOTICE**

Notice is hereby given that the 43rd Annual General Meeting ('AGM') of Oswal Greentech Limited will be held on Thursday, September 25, 2025 at 12.30 P.M. (IST) through video conferencing ("VC")/ other Audio - Visual Means ("OAVM"), for which purpose the registered office of the Company situated at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab) shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone IND AS financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Aruna Oswal (DIN: 00988524), who retires by rotation and being eligible, seeks reappointment.

SPECIAL BUSINESS:**3. Appointment of Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the casual vacancy caused by the resignation of M/s. Oswal Sunil & Company, Chartered Accountants, New Delhi the consent of the members of the Company be and is hereby accorded for the appointment of M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, Mumbai (Firm Registration No. 106201W/ WI00598), as the Statutory Auditors of the Company to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be fixed by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT any Directors or Key Managerial Personnel of the Company be and are hereby authorized and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies and to do all acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolutions."

4. Appointment of M/s. Jay Mehta & Associates, Company Secretaries, Mumbai as Secretarial Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Board of Directors of the Company, M/s. Jay Mehta & Associates, Company Secretaries in Practice, Mumbai (Membership No.: F8672 & COP No. 8694) be appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit of five consecutive financial years respectively with effect from April 1, 2025 and to issue secretarial audit report in terms of section 204 of the Act and Regulation 24A of the Listing Regulations at such remuneration as may be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorised by the Board).

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board."

5. Appointment of Mrs. Kiran Vohra (DIN: 05251615) as a Director (Non-executive & Independent) of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory amendment(s), modification(s), variation(s), clarification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any amendments thereto or re-enactment thereof, for the time being in force (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration

Committee and the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mrs. Kiran Vohra (DIN: 05151615), as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from August 13, 2025.

RESOLVED FURTHER THAT any Board of Directors and/ or Key Managerial Personnel(s) of the Company be and are hereby jointly and/ or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

6. Appointment of Mrs. Isha Deepak Shah (DIN: 11219718) as a Director (Non-executive & Independent) of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory amendment(s), modification(s), variation(s), clarification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendments thereto or re-enactment thereof, for the time being in force (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mrs. Isha Deepak Shah (DIN: 11219718), as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from August 13, 2025.

RESOLVED FURTHER THAT any Board of Directors and/ or Key Managerial Personnel(s) of the Company be and are hereby jointly and/ or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

7. Appointment of Mr. Gaurav Chawla (DIN: 06894334) as a Director (Non-executive & Independent) of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory amendment(s), modification(s), variation(s), clarification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendments thereto or re-enactment thereof, for the time being in force (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Gaurav Chawla (DIN: 06894334), as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from August 13, 2025.

RESOLVED FURTHER THAT any Board of Directors and/ or Key Managerial Personnel(s) of the Company be and are hereby jointly and/ or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

8. Appointment of Mr. Umang Kaushik Shah (DIN: 11263043) as a Director (Non-executive & Independent) of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory amendment(s), modification(s), variation(s), clarification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendments thereto or re-enactment thereof, for the time being in force (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Umang Kaushik Shah (DIN: 11263043), as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from August 29, 2025.

RESOLVED FURTHER THAT any Board of Directors and/ or Key Managerial Personnel(s) of the Company be and are hereby jointly and/ or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

9. Adoption of new set of Memorandum of Association

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

“RESOLVED THAT pursuant to Section 4, 13, 15 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force), and as per relevant provisions of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and subject to such other approvals, consents, sanctions and permissions as may be necessary in this regard from appropriate authorities and agreed to by the Board of Directors of the Company, the consent of the members be and is hereby accorded for alteration and adoption of the new set of Memorandum of Association ('MOA') of the Company as under:

- (i) The title of the Clause III(A) be and is hereby amended from “The Main objects to be pursued by the Company on its incorporation are” to “The objects to be pursued by the Company on its incorporation are:” with no changes in the existing sub-clauses numbered 1 to 8.
- (ii) The existing Clause III(B) and Clause III(C) be and is hereby restated under clause III(B) to be titled as “Matters which are necessary for furtherance of the Objects specified in Clause III(A)” with no changes in the existing sub-clauses.
- (iii) The existing Clause IV i.e. “The Liability of the members is limited” be and is hereby stands deleted and replaced by new Clause IV i.e. “The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the Members of the Company, and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution.”

10. Adoption of new set of Articles of Association

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

“RESOLVED THAT in pursuance of Section 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals as may be necessary, the existing Articles of Association of the Company be substituted with the new Articles of Association to make them in line with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

By the order of the Board
For Oswal Greentech Limited

Sd/-

Sonal Gupta
Company Secretary
M. No.: A36974

Date : August 29, 2025
Place : New Delhi

NOTES:

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) relating to the item no. 3 to 10 to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. Further the relevant details pursuant to regulation 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking re-appointment at AGM are also annexed to the Notice as Annexure-1.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
3. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast votes for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. Further, the route map is not annexed to this Notice.
4. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large shareholders i.e., shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may write to Company at oswal@oswalgreens.com or to our registrar and share transfer agent at compliances@skylinerta.com, for any grievances connected with electronic means.
7. In compliance with the MCA Circulars and regulation 36(1) (a) of the Listing Regulations, Notice of the AGM along with the annual report for the financial year 2024-25 is being sent only through electronic mode to those members whose email address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories as on Friday, August 29, 2025. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company/ Registrar and Transfer Agent / Depository Participants / Depositories.

The notice calling the AGM has been uploaded on the website of the Company at www.oswalgreens.com. The complete Integrated Annual Report is also available at www.oswalgreens.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. At www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. However, the shareholders of the Company may request physical copy of the Notice and Annual Report 2024-25 from the Company by sending a request at oswal@oswalgreens.com.
8. The recorded transcript of the forthcoming AGM to be held on Thursday, September 25, 2025 shall also be made available on the website of the Company www.oswalgreens.com as soon as possible after the meeting is over.
9. All documents referred to in the accompanying notice and the explanatory statement can be obtained for inspection by writing to the Company at its email id oswal@oswalgreens.com till the date of AGM. Further, Shareholders may also write to the Company at its mailing id oswal@oswalgreens.com for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.
10. The Register of Members and Share Transfer Register will remain closed from September 19, 2025 to September 25, 2025 (both days inclusive).
11. (i) SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after April 01, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 1 2022, any service requests or complaints received from the member, shall not be processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its master circular dated May 7, 2024, has mandated that listed companies shall issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members are requested to get in touch with any DP having registration with SEBI to open a demat account or alternatively contact our registrar and share transfer agent, Skyline Financial Services Private Limited to seek guidance in the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL") for further understanding the demat procedure.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company at <https://oswalgreens.com/Home/content/Downloads/Downloads>, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

- ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
12. Shareholders are requested to follow the process as guided below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password:
 - a) Physical Shareholding: Members may send an e-mail request to the Company at oswal@oswalgreens.com or to its RTA - Skyline Financial Services Private Limited at compliances@skylinerta.com along with:
 - (i) copy of the signed request letter mentioning your name, folio number, scanned copy of share certificate, complete address, email address and mobile number, and
 - (ii) scanned copy of self-attested PAN card.
 - b) Demat Shareholding: Members holding shares in dematerialized mode are requested to register/update their email addresses with their relevant Depository Participant.

In case of any queries/difficulties in registering the e-mail address, Members may write to oswal@oswalgreens.com or compliances@skylinerta.com.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified.
14. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send a certified copy of the Board resolution/ power of attorney authorising their representatives to attend and vote on their behalf in the meeting by email at cs@oswalgreens.com or oswal@oswalgreens.com.
15. Pursuant to section 72 of the Companies Act, 2013 read with rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in form SH.13.
16. Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at cs@oswalgreens.com till 5 p.m. (IST) on Monday, September 22, 2025.
17. Members who would like to ask questions during the 43rd AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at cs@oswalgreens.com latest by 5 p.m. (IST) on Monday, September 22, 2025.
18. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
19. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
20. The remote e-voting period commences on Monday, September 22, 2025 at 09.00 am (IST) and ends on Wednesday, September 24, 2025 at 05.00 pm (IST).
 - (i) Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 18, 2025 may opt for remote e-voting and cast their vote electronically.
 - (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
 - (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, September 18, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at compliances@skylinerta.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nSDL.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 18, 2025 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

- (iv) Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (v) Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- (vi) At the end of remote e-voting period, the facility shall forthwith be blocked.

21. The Board vide its resolution passed on August 29, 2025 has appointed Mr. Gautam Bhandari, Company Secretary in Practice as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairperson of the Company or any person authorized by her in writing and the Results shall be declared by the Chairperson or any person authorized by her thereafter.

The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.oswalgreens.com and on the website of NSDL immediately after the declaration of Results by the Chairperson or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Monday, September 22, 2025 at 09:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Thursday, September 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 18, 2025.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL mobile app is available on Apple App Store and Google Play Store.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 22 55 33.</p>

B) Login Method for e-Voting and joining virtual meeting 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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. 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 gautam.s.bhandari@gmail.com or gautam.gba@gmail.com with a copy marked to evoting@nsdl.co.in.

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 and 022-2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos.:- +91-22-24994545, +91-22-24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the cs@oswalgreens.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 Aadhaar Card) by email to cs@oswalgreens.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 Aadhaar Card) to cs@oswalgreens.com. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@oswalgreens.com. The same will be replied by the company suitably.

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. 3

The members are informed that M/s. Oswal Sunil & Company, Chartered Accountants, New Delhi (FRN: 016520N), have resigned with effect from August 7, 2025, from the office of Statutory Auditors of the Company, resulting in a casual vacancy.

The Board of Directors, as recommended by the Audit Committee, has proposed the appointment of M/s. Mehta Chokshi & Shah LLP, Chartered Accountants, Mumbai (FRN:106201W/ WI00598), as Statutory Auditors of the Company at a remuneration of Rs. 10 Lakhs per annum plus

applicable taxes and reimbursement of out of pocket expenses incurred by them along with such subsequent revision as may be mutually decided between the auditors and Board of Directors.

The Board recommends their appointment for a period of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

The Company has also received consent letter and eligibility certificate from M/s Mehta Chokshi & Shah LLP, Chartered Accountants to act as the Statutory Auditors of the Company in place of M/s. Oswal Sunil & Company, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid ordinary resolution as set out in the item no. 3 of the Notice.

Item No. 4

The Board at its meeting held on August 8, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Jay Mehta & Associates, Practising Company Secretaries, a peer reviewed firm (Membership No. F8672 & COP Number: 8694) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Jay Mehta & Associates is a well-known firm of Practising Company Secretaries founded in 2009 and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. M/s. Jay Mehta & Associates has a well qualified team of Company Secretaries who are focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors. M/s. Jay Mehta & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Jay Mehta & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs. 5,50,000/- (Rupees Five Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Jay Mehta & Associates. In addition to the secretarial audit, M/s. Jay Mehta & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No. 5

The Board of Directors, at its meeting held on August 8, 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to approval of shareholders, approved the appointment of Mrs. Kiran Vohra (DIN:05251615) as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from August 29, 2025

Mrs. Kiran Vohra is not disqualified from being appointed as director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of a director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company.

The Company has also received declaration from Mrs. Kiran Vohra, stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations.

The Nomination and Remuneration Committee had previously finalised the desired attributes for the selection of Independent Directors such as experience, expertise, and independence. Basis those attributes, the Nomination and Remuneration Committee recommended the candidature of Mrs. Kiran Vohra.

Mrs. Kiran Vohra is an entrepreneur possessing a unique blend of legal expertise and business acumen. She is equipped with strong problem-solving skills and adept at navigating complex legal frameworks and ensuring compliance in business ventures.

The Board noted that Mrs. Kiran Vohra's background and experience are aligned with the role and capabilities identified by the Nomination and Remuneration Committee and that she is eligible for appointment as an Independent Director of the Company with effect from August 13, 2025.

Except Mrs. Kiran Vohra, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 5 of this Notice

Brief Profile of Mrs. Kiran Vohra

S. No.	Particulars	Details
1	Name of the Director	Mrs. Kiran Vohra (DIN: 05251615)
2.	Brief Resume	Mrs. Vohra is a results-oriented entrepreneur with 10+ years of experience in building and scaling businesses, specializing in Executive Search profession. She possesses a proven ability to lead teams, develop innovative strategies, and drive revenue growth and passionate about delivering results to the utmost satisfaction of the Client organisations. Her key strengths include Strategic Planning, Financial Management, Marketing, Sales, Business Development, Operations Management, Leadership, Team Management, Negotiation, Problem-solving, Communication, Customer Relationship Management.
3	Date of Birth	19/11/1959
4	Age	65 years
5	Date of First Appointment as Director	Appointed as an Additional Director, Non- Executive Independent Director w.e.f. August 13, 2025
6	Qualification	BA and LLB from Mumbai University
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mrs. Kiran Vohra is an entrepreneur possessing a unique blend of legal expertise and business acumen. She is equipped with strong problem-solving skills and adept at navigating complex legal frameworks and ensuring compliance in business ventures.
8	Expertise in specific functional areas	Compliance & Advisory Internal Control and Fraud Prevention Corporate Governance & Advisory Strategic planning & Decision making
9	Details of remuneration last drawn	NA
11	Shareholding in the Company as on the date of the Notice	NIL
12	Directorships in listed Companies and other directorships	NA
13	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NA
14	Number of Board meetings attended	None
15	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	No relationship with other Directors and KMPs of the Company
16	Membership/Chairmanship of Committees of other Boards	NA.

Item No. 6

The Board of Directors, at its meeting held on August 8, 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to approval of shareholders, approved the appointment of Mrs. Isha Deepak Shah (DIN: 11219718) as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from August 13, 2025.

Mrs. Isha Deepak Shah is not disqualified from being appointed as director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of a director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company.

The Company has also received declaration from Mrs. Isha Deepak Shah, stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations.

The Nomination and Remuneration Committee had previously finalised the desired attributes for the selection of Independent Directors such as experience, expertise, and independence. Basis those attributes, the Nomination and Remuneration Committee recommended the candidature of Mrs. Isha Deepak Shah for the position of Non-Executive Independent Director of the Company with effect from August 13, 2025.

Mrs. Isha Deepak Shah is a Practising Company Secretary. She comes with an experience of 13 years in the field of Corporate Compliances. She has served the industry as a Company Secretary for 2 years, soon after which she took her pioneering step towards consulting and

Practising as a Company Secretary full time. Her core expertise includes consulting Corporates on Raising of Capital and handling Corporate Restructuring matters. She has the perfect balance of knowledge and passion to work with professionals to mutually achieve great heights and has been involved with secretarial audits of various corporates.

The Board noted that Mrs. Isha Deepak Shah's background and experience are aligned with the role and capabilities identified by the Nomination and Remuneration Committee and that she is eligible for appointment as an Independent Director of the Company with effect from August 13, 2025.

Except Mrs. Isha Deepak Shah, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 6 of this Notice.

Brief Profile of Mrs. Isha Deepak Shah

S. No.	Particulars	Details
1	Name of the Director	Mrs. Isha Deepak Shah (DIN: 11219718)
2.	Brief Resume	Mrs. Isha Deepak Shah is a Practising Company Secretary. She comes with an experience of 13 years in the field of Corporate Compliances. She has served the industry as a Company Secretary for 2 years, soon after which she took her pioneering step towards consulting and Practising as a Company Secretary full time. Her core expertise includes consulting Corporates on Raising of Capital and handling Corporate Restructuring matters. She has the perfect balance of knowledge and passion to work with professionals to mutually achieve great heights and has been involved with secretarial audits of various corporates.
3	Date of Birth	17/12/1991
4	Age	33 years
5	Date of First Appointment as Director	Appointed as an Additional Director, Non- Executive Independent Director w.e.f. August 13, 2025
6	Qualification	B.Com and LLB Company Secretary in Practice
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mrs. Isha Deepak Shah comes with an experience of 13 years in the field of Corporate Compliances and handling of Corporate Restructuring matters. She has the perfect balance of knowledge and passion to work with professionals to mutually achieve great heights and has been involved with secretarial audits of various corporates.
8	Expertise in specific functional areas	Compliance & Advisory Governance & Advisory
9	Details of remuneration last drawn	NA
11	Shareholding in the Company as on the date of the Notice	NIL
12	Directorships in listed Companies and other directorships	NA
13	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NA
14	Number of Board meetings attended	None
15	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	No relationship with other Directors and KMPs of the Company
16	Membership/Chairmanship of Committees of other Boards	NA.

Item No. 7

The Board of Directors, at its meeting held on August 8, 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to approval of shareholders, approved the appointment of Mr. Gaurav Chawla (DIN: 06894334) as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from August 13, 2025.

Mr. Gaurav Chawla is not disqualified from being appointed as director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of a director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Mr. Gaurav Chawla, stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations.

The Nomination and Remuneration Committee had previously finalised the desired attributes for the selection of Independent Directors such as experience, expertise, and independence. Basis those attributes, the Nomination and Remuneration Committee recommended the candidature of Mr. Gaurav Chawla for the position of Non-Executive Independent Director of the Company with effect from August 13, 2025.

Mr. Gaurav Chawla is a commerce graduate and a seasoned sales and marketing professional with extensive experience in the logistics and warehousing industry, driving business growth and client acquisition across a group of companies. He possesses a strong understanding of aligning commercial strategies with operational goals to maximise profitability with a track record of delivering results in competitive markets.

The Board noted that Mr. Gaurav Chawla's background and experience are aligned with the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director of the Company with effect from August 13, 2025.

Except Mr. Gaurav Chawla, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 7 of this Notice.

Brief Profile of Mr. Gaurav Chawla

S. No.	Particulars	Details
1	Name of the Director	Mr. Gaurav Chawla (DIN: 06894334)
2.	Brief Resume	Mr. Gaurav Chawla is a commerce graduate and a seasoned sales and marketing professional with extensive experience in the logistics and warehousing industry, driving business growth and client acquisition across a group of companies. He possesses a strong understanding of aligning commercial strategies with operational goals to maximise profitability with a track record of delivering results in competitive markets.
3	Date of Birth	19/11/1986
4	Age	39 years
5	Date of First Appointment as Director	Appointed as an Additional Director, Non- Executive Independent Director w.e.f. August 13, 2025
6	Qualification	Commerce graduate from Delhi University
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Gaurav Chawla is a seasoned entrepreneur with over 20 years of experience in the logistics industry. He has played a pivotal role in driving innovation and operational excellence across supply chain networks.
8	Expertise in specific functional areas	Business Management and strategic planning.
9	Details of remuneration last drawn	NA
11	Shareholding in the Company as on the date of the Notice	NIL
12	Directorships in listed Companies and other directorships	NA
13	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NA
14	Number of Board meetings attended	None
15	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	No relationship with other Directors and KMPs of the Company
16	Membership/Chairmanship of Committees of other Boards	NA.

Item No. 8

The Board of Directors, at its meeting held on August 29, 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to approval of shareholders, approved the appointment of Mr. Umang Kaushik Shah (DIN: 11263043) as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from August 29, 2025.

Mr. Shah is not disqualified from being appointed as director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of a director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Mr. Umang Kaushik Shah, stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations.

The Nomination and Remuneration Committee had previously finalised the desired attributes for the selection of Independent Directors such as experience, expertise, and independence. Basis those attributes, the Nomination and Remuneration Committee recommended

the candidature of Mr. Umang Kaushik Shah for the position of Non-Executive Independent Director of the Company with effect from August 29, 2025.

Mr. Umang Kaushik Shah is a qualified Chartered Accountant with extensive experience of around 10 years in the areas of direct taxation, statutory audits and regulatory advisory. He has been associated with various industry houses engaged in manufacturing, chemicals, pharma sector, IT based firms etc. and also led statutory audits for various listed and unlisted entities across India wherein he has ensured financial and regulatory compliance.

The Board noted that Mr. Shah's background and experience are aligned with the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director of the Company with effect from August 29, 2025.

Except Mr. Umang Kaushik Shah, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 8 of this Notice.

Brief Profile of Mr. Umang Kaushik Shah

S. No.	Particulars	Details
1	Name of the Director	Mr. Umang Kaushik Shah (DIN: 11263043)
2.	Brief Resume	Mr. Umang Kaushik Shah is a qualified Chartered Accountant with extensive experience of around 10 years in the areas of direct taxation, statutory audits and regulatory advisory. He has been associated with various industry houses engaged in manufacturing, chemicals, pharma sector, IT based firms etc. and also led statutory audits for various listed and unlisted entities across India wherein he has ensured financial and regulatory compliance.
3	Date of Birth	01/12/1993
4	Age	31 years
5	Date of First Appointment as Director	Appointed as an Additional Director, Non- Executive Independent Director w.e.f. August 29, 2025
6	Qualification	Commerce graduate from Annamalai University, Chartered Accountant (ICAI)
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Umang Kaushik Shah is a qualified Chartered Accountant with over a decade of experience in corporate tax compliance, audit, and advisory services. He brings deep expertise in navigating complex financial regulations and delivering strategic tax solutions.
8	Expertise in specific functional areas	Business Management and strategic planning.
9	Details of remuneration last drawn	NA
11	Shareholding in the Company as on the date of the Notice	NIL
12	Directorships in listed Companies and other directorships	NA
13	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NA
14	Number of Board meetings attended	None
15	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	No relationship with other Directors and KMPs of the Company
16	Membership/Chairmanship of Committees of other Boards	NA.

Item No. 9

Pursuant to section 13 of the Companies Act, 2013 (Act) the Company can alter its Memorandum of Association (MOA) by way of a special resolution.

The present MOA was adopted by the Company at the time of incorporation in 1981 under the Companies Act, 1956. Since then, the said Companies Act, 1956 has been replaced by the Companies Act, 2013. Due to changes in the law, the structure/format of the memorandum of association has undergone changes. In addition, changes in the technologies, business practices, and changes in the political and regulatory scenarios, have also necessitated the updation of the MOA. As good governance practice, it is desired that MOA is amended to reflect the updated position in a lucid and coherent manner.

Brief highlights of alterations proposed in the MOA are as follows:

- The current Clause III (Object Clause) does not specifically differentiate between the Company's main objects and ancillary objects. The Object Clause therefore, has been bifurcated into main objects and ancillary objects. The Object Clause has also been updated to explain the business and ancillary objectives of the Company in more clearer terms. There is no change in the principle activities of the Company.

- Clause IV (Liability Clause) has been substituted to clarify that the liability of the members is limited to the amount unpaid on the shares. This has been done in conformity with the provisions of the Act.

Copy of the proposed MOA is uploaded on the website of the Company at <https://oswalgreens.com/Home/content/Constitutional-Documents/Constitutional-Documents> under the tab Constitutional Documents and is available for inspection by members at the Registered Office of the Company between 11:00 a.m. to 4:00 p.m. on all working days from the date of dispatch of this Notice up to the date of the ensuing Annual General Meeting of the Company.

The Board recommends the resolution at Item No. 9 for approval of the members as special resolution.

None of the directors and key managerial personnel and their relatives are in any way, financially or otherwise, interested or concerned in this resolution except to the extent of their shareholding in the Company.

Item No. 10

Pursuant to section 14 of the Companies Act, 2013 (Act) the Company can alter its Articles of Association (AOA) by way of a special resolution. The existing AOA are based on the Companies Act, 1956. With the implementation of the Act and other statutory revisions, the existing AOA requires alteration of several articles. Since the changes required to align the existing AOA with the Act are numerous, the Board has considered it expedient to replace the existing AOA with a new set of AOA.

Key changes proposed in the new AOA are as follows:

The AOA has been restructured and aligned with the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India.

- Reference to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with the provisions of the Act.
- Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provide, have been specifically included.
- Provisions of the existing AOA which are also covered in the Act have not been reproduced in the new AOA to avoid duplication and adopt a more concise and succinct set of AOA.

Copy of the proposed AOA is uploaded on the website of the Company at <https://oswalgreens.com/Home/content/Constitutional-Documents/Constitutional-Documents> under the tab Constitutional Documents and is available for inspection by members at the Registered Office of the Company between 11:00 a.m. to 4:00 p.m. on all working days from the date of dispatch of this Notice up to the date of the ensuing Annual General Meeting of the Company.

The Board recommends the resolution at Item No. 10 for approval of the members as special resolution.

None of the directors and key managerial personnel and their relatives are in any way, financially or otherwise, interested or concerned in this resolution except to the extent of their shareholding in the Company.

By the order of the Board
For Oswal Greentech Limited

Sd/-

Sonal Gupta
Company Secretary
M. No.: A36974

Date : August 29, 2025
Place : New Delhi

ANNEXURE-1

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Name of Director (DIN)	Mrs. Aruna Oswal (DIN: 00988524)	Mrs. Kiran Vohra (DIN: 05251615)	Mrs. Isha Deepak Shah (DIN: 11219718)	Mr. Gaurav Chawla (DIN: 06894334)	Mr. Umang Kaushik Shah (DIN:11263043)
Category	Executive Director	Independent Director	Independent Director	Independent Director	Independent Director
Date of Birth & Age (years)	March 31, 1951	November 19, 1959	December 17, 1991	November 19, 1986	December 01, 1993
Qualification	M.A. (English)	Law Graduate	B.Com, LLB and Company Secretary in Practice	Commerce Graduate from Delhi University	Chartered Accountant & Commerce Graduate
Brief resume of the Director	<p>Mrs. Aruna Oswal is the spouse of Shri Abhey Oswal. She joined the Board of the Company in April 2016 as Chairman & Wholtime Director of the Company. She holds degree of Master of Arts (English). She has been honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin Madison-USA on humanitarian grounds in August 2018. Recently she has been honoured as a Corona Warrior for her generous support to PM Relief Fund and reached out wherever possible for essentials, basic food & water distribution.</p> <p>She is also associated with Lions India Education Promotional Council, Follow your Dreams Foundation India World Council of religion for peace as its Co-president and international trustee, World Jain Confederation as its Vice-President, PHD Family Welfare Foundation, Indian Council for Human Relations, Women Entrepreneur Committee at PHD Chambers. She actively overviews the School of Vocational Training Center at Ludhiana supported by the Aruna Abhey Oswal Trust.</p>	<p>Mrs. Vohra is a results-oriented entrepreneur with 10+ years of experience in building and scaling businesses, specializing in Executive Search profession. She possesses a proven ability to lead teams, develop innovative strategies, and drive revenue growth and passionate about delivering results to the utmost satisfaction of the Client organisations.</p> <p>Her key strengths include Strategic Planning, Financial Management, Marketing, Sales, Business Development, Operations Management, Leadership, Team Management, Negotiation, Problem-solving, Communication, Customer Relationship Management.</p>	<p>Mrs. Isha Deepak Shah is a Practising Company Secretary. She comes with an experience of 13 years in the field of Corporate Compliances. She has served the industry as a Company Secretary for 2 years, soon after which she took her pioneering step towards consulting and Practising as a Company Secretary full time.</p> <p>Her core expertise includes consulting Corporates on Raising of Capital and handling of Corporate Restructuring matters. She has the perfect balance of knowledge and passion to work with professionals to mutually achieve great heights and has been involved with secretarial audits of various corporates.</p>	<p>Mr. Gaurav Chawla is a commerce graduate from Delhi University and a seasoned sales and marketing professional with extensive experience in the logistics and warehousing industry, driving business growth and client acquisition across a group of companies.</p> <p>He possesses a strong understanding of aligning commercial strategies with operational goals to maximise profitability with a track record of delivering results in competitive markets.</p>	<p>Mr. Umang Kaushik Shah is a qualified Chartered Accountant with extensive experience of around 10 years in the areas of direct taxation, statutory audits and regulatory advisory. He has been associated with various industry houses engaged in manufacturing, chemicals, pharma sector, IT based firms etc. and also led statutory audits for various listed and unlisted entities across India wherein he has ensured financial and regulatory compliance.</p>

Skills and capabilities required for the role and the manner in which proposed person meets such requirements	Mrs. Aruna Oswal possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Human resource management e) Governance, Finance & risk management expertise f) Basic understanding of finance & risk management.	Mrs. Kiran Vohra possesses following capabilities: a) Sector Expertise b) Market expertise c) Governance, Finance & risk management expertise d) Basic understanding of finance & risk management.	Mrs. Isha Deepak Shah possesses following capabilities: a) Sector Expertise b) Market expertise c) Governance, Finance & risk management expertise d) Basic understanding of finance & risk management.	Mr. Gaurav Chawla possesses following capabilities: a) Sector Expertise b) Market expertise c) Governance, Finance & risk management expertise d) Basic understanding of finance & risk management.	Mr. Umang Kaushik Shah possesses following capabilities: a) Sector Expertise b) Market expertise c) Governance, Finance & risk management expertise d) Basic understanding of finance & risk management.
Date of first appointment on the Board	April 2, 2016	August 13, 2025	August 13, 2025	August 13, 2025	August 29, 2025
Relationship with Directors & KMP's	Mrs. Aruna Oswal is related to Mr. Shael Oswal, Non Executive Director and Vice-Chairperson of the Company.	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company
Expertise in specific functional area	Commercial & Administrative	Commercial and administrative	Corporate Laws and compliance management	Business administration and strategic planning	Taxation Laws, Corporate Laws and Financial Management
Details of Board meetings attended by the Directors during the year	6 (Six)	None	None	None	None
Listed entities from which the person has resigned in the past three years	None	None	None	None	None
Terms & conditions of appointment	Re-appointed in terms of section 196, 197, 198, 203 read with Schedule V to the Companies Act 2013.	Appointed as additional director (Non-executive & Independent) of the Company w.e.f August 13, 2025 and shall be re-appointed as a Non-executive Independent Director of the Company at the ensuing AGM.	Appointed as additional director (Non-executive & Independent) of the Company w.e.f August 13, 2025 and shall be re-appointed as a Non-executive Independent Director of the Company at the ensuing AGM.	Appointed as additional director (Non-executive & Independent) of the Company w.e.f August 13, 2025 and shall be re-appointed as a Non-executive Independent Director of the Company at the ensuing AGM.	Appointed as additional director (Non-executive & Independent) of the Company w.e.f August 29, 2025 and shall be re-appointed as a Non-executive Independent Director of the Company at the ensuing AGM.
Directorships in other companies	Oswal Agro Mills Limited	Kalinda Management Services Pvt. Ltd.	None	1. Hodgepodge Foods Pvt. Ltd. 2. Aces Tobacco Pvt. Ltd.	None
Name of committees of the Companies of which he/she holds chairman/ membership	Oswal Agro Mills Limited i. Audit Committee ii. Nomination and Remuneration Committee	None	None	None	None
No. of equity shares held	5,15,44,618 equity shares	NIL	NIL	NIL	NIL