OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L 24112PB1981PLC031099

Regd. Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141 003 (Punjab)
Phone No. 0161-2544238, Website: www.oswalgreens.com, Email: oswal@oswalgreens.com

NOTICE OF THE MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of Oswal Greentech Limited will be held on Tuesday, the 30th day of September, 2014 at 10.30 A.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Atul Kulshrestha (DIN 00194733), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Aditya Burra Shastri (DIN 01508674), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, M/s T. R. Chadha & Co., Chartered Accountants (ICAI Firm Registration No.006711N) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. APPOINTMENT OF MR. ABHEY KUMAR OSWAL(DIN: 00589130) AS WHOLE –TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, read with Schedule XIII of the Companies Act, 1956 and other applicable provisions i. e. sections 196, 197, 203 read with schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent and approval of the company be and is hereby accorded to the appointment of Mr. Abhey Kumar Oswal as Whole-Time Director of the company for the period of 3 years commencing from 1st April,2014 to 31st March, 2017 (whose period of office shall not be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Mr. Abhey Kumar Oswal holding (DIN : 00589130) as mentioned below including perquisites and on the terms and conditions set out in letter of appointment.

A. Salary and Allowances

Basic Salary	₹7,50,000/- per month with an annual scale of ₹90,00,000/-
Medical Allowance	₹7,50,000/- P.A. as per rules of the Company.
Leave Travel Allowance	₹7,50,000/- P.A. as per rules of the Company.

B. Perquisites

Accommodation	Rent free accommodation at Tilak Marg, New DelhI along with reimbursement of other household expenses.
Insurance	Accidental & Health Insurance Policy as per the Rules of the Company.
Car	Car with chauffeur.
Club membership	Club membership for official purpose
Entertainment expenses	Reimbursement of actual entertainment expenses.
PF, Gratuity etc.	The Whole-Time Director shall be entitled to Company's Contribution to Provident Fund, Gratuity payable and Encashment of un-availed leave as per the Rules of the Company.

Resolved Further that the Board of Directors of the company be and are hereby authorized to vary or increase the remuneration in the said letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force, provided, however, that the remuneration payable to Mr. Abhey Kumar Oswal shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the aforesaid letter between the company and Mr. Abhey Kumar Oswal shall be suitably modified to give effect to such variation or increase as the case may be.

Resolved Further that in the event of loss or inadequacy of profits in any financial year of the company during the terms of Mr. Abhey Kumar Oswal as Whole-Time Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Mr. Abhey Kumar Oswal as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

6. RE-APPOINTMENT OF MR. ANIL BHALLA (DIN: 00587533) AS CEO & MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, read with Schedule XIII of the Companies Act, 1956 and other applicable provisions i.e. sections 196, 197, 203 read with schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent and approval of the company be and is hereby accorded to the appointment of Mr. Anil Bhalla as CEO & Managing Director of the company for the period of 3 years commencing from 1st April,2014 to 31st March, 2017 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Mr. Anil Bhalla holding (DIN : 00587533) as mentioned below including perquisites and on the terms and conditions set out in letter of appointment.

A. Salary and Allowances

Basic Salary	₹10,00000/- per month with an annual scale of ₹120.00,000/-
Medical Allowance	₹10,00,000/- P.A. as per rules of the Company.
Leave Travel Allowance	₹10,00,000/- P.A. as per rules of the Company.

B. Perquisites

Accommodation	Rent paid for house on lease of ₹90,000/- P.M. , Annually ₹10,80,000/-
Insurance	Accidental & Health Insurance Policy as per the Rules of the Company.
Car	Car with chauffeur.
Club membership	Club membership for official purpose
Entertainment expenses	Reimbursement of actual entertainment expenses.
PF, Gratuity etc.	The Managing Director shall be entitled to Company's Contribution to Provident Fund, Gratuity payable and Encashment of un-availed leave as per the Rules of the Company.

Resolved Further that the Board of Directors of the company be and are hereby authorized to vary or increase the remuneration in the said letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force, provided, however, that the remuneration payable to Mr. Anil Bhalla shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the aforesaid letter between the company and Mr. Anil Bhalla shall be suitably modified to give effect to such variation or increase as the case may be.

Resolved Further that in the event of loss or inadequacy of profits in any financial year of the company during the term of Mr. Anil Bhalla as CEO & Managing Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Mr. Anil Bhalla as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 24.07.2014

H K Gupta
Company Secretary

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and that the proxy need not be a member of the company. The Proxy shall not have the right to speak at the meeting and shall not be entitled to vote at meeting except on a poll.
2. The proxy in order to be effective should be duly completed, stamped, signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
4. A statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remian closed from 22nd September, 2014 to 30th September, 2014 (both days inclusive).
6. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Director(s)/ re-appointment of the retiring Director(s), a statement containing details of the concerned director(s) is provided herewith.
7. Members/Proxies are requested to bring their duly-filled Attendance Slips along with their copies of Annual Report at the meeting.
8. Shareholders interested in giving nominations in respect of the shares held by them can do so by obtaining nomination forms from the Company.(As per the provision of the Companies Act,1956, facility for making nominations is available to the shareholders in respect of the shares held by them . Nomination forms can be obtained from the Company).
9. The members are requested to write at least 10 days prior to the date of meeting, any information which they desire on the accounts, to enable the management to keep the information ready.
10. Company's Equity Shares are compulsory traded in Demat Form and therefore shareholders are requested to get their shares dematerialized by opening an account with a Depository Participant through "National Securities Depository Ltd." (NSDL) or "Central Depository Services (India) Ltd." (CDSL).
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the Annual General Meeting.
12. The Investors may send the documents for transfer of shares and other correspondence/queries relating to shares directly to the Registrar and Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd., D-153/A, First Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020.
13. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company.
14. Members holding shares in the physical form may write to the Company for any change in their address, bank mandates and all other matters. While Members holding shares in electronic form are requested to (provide) intimate all changes with respect to their Bank Details, Mandate, Power of Attorney or address for correspondence to their respective Depository Participant (DP). These changes will be automatically reflected in the Company's records through Electronic Connectivity with NSDL/CDSL.
15. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
16. The SEBI (Securities And Exchange Board of India) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form can submit their PAN details to the company / Registrar and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd.
17. In all correspondence with the Company, members are requested to quote their client ID/ folio numbers and in case, the shares are held in the dematerialized form, they must quote their client ID number and their DP ID number.
18. The Notice of the AGM and instructions for e-voting along with the Attendance Slips and Proxy Forms is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant (s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. Members may note that the Notice of the 32nd Annual General Meeting and the Annual Report 2013-14 will be available on the Company's website: www.oswalgreens.com
19. Section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014 provide for mandatory electronic voting facilities to all the members of the Company to exercise their right to vote at the general meeting through electronic means. The Company in compliance of the provisions is providing the electronic voting facility to all the members at the cut-off date for transacting the businesses at the Annual General Meeting through NSDL. A member may exercise his right to vote at the Annual General Meeting by electronic means by following the e-voting process. The complete detail of the instructions for e-voting is annexed to this Notice.

20. **As per the Green Initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail IDs by sending written requests to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and to the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents/ all communications including Annual Report, Notices, Circulars etc. electronically.**

INFORMATION REQUIRED TO BE FURNISHED IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

The particulars of the Directors who are proposed to be appointed/re-appointed are as given below:

1. **Shri Atul Kulshrestha**

Shri Atul Kulshrestha is a Non-Executive Non-Independent director on the Board of the Company. He was appointed on the Board of the Company on 31st March, 2006. He is a Commerce Graduate and fellow member of the Institute of Chartered Accountants of India. He has a vast experience in the field of Finance, Direct Taxation, Company Law Matter and Administration as well as Commercial Matters also. He is also the promoter of Extramarks Education Pvt. Ltd. which is India's leading digital education company. He is also a director in the following companies:

S.No.	Name of Companies
1.	News Nation Network Private Limited (Formerly known as Alpha Dealcom Pvt. Ltd.)
2.	Daffodil Hotels Private Limited (Formerly known as Camellia Entertainment Pvt. Ltd.)
3.	Chink Components Pvt. Ltd.

He has made valuable contribution in the expansion and growth of the Company, time to time, at all levels. He is a member of Audit Committee, Investor Grievance Committee and Share Transfer Committee in your Company. Neither he nor any of his family members hold any shares of this company.

2. **Shri Aditya Burra Shastri**

Shri Aditya Burra Shastri was appointed on the Board of the Company as Director w. e. f. 7th March, 2009. He is a Non-Executive Independent Director on the Board of the Company. He is 47 years of age. He is a postgraduate in Mathematic and diploma holder in Business Management from Mumbai. He has 25 years of experience in the field of consumer product, retail, cinema and movie marketing. During his tenure he was associated with Godfrey Philip India, Titan Watch, 20th Century Fox, Inc. He served as a Managing Director of 20th Century Fox, Inc. for the period of 10 years. He is a director in Ticket Trac Entertainment Private Limited. He is member of Audit Committee, Remuneration Committee in your Company. Neither he nor any of his family members hold any shares of this company.

EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.5

Mr. Abhey Kumar Oswal has been appointed as Whole–time director of the company w. e. f. 1st April, 2014 for the period of three years on the salary and perquisites as mentioned above in the notice, as approved by the Remuneration Committee of the Board in its meeting held on 30th March, 2014 and the same was approved by the Board of Directors also in their meeting subject to approval of Shareholders of the Company by way of Special Resolution in the forthcoming Annual General Meeting of the Company. Remuneration of Mr. Abhey Kumar Oswal was fixed by the Remuneration Committee and Board of Directors of the company is within the limit as per Schedule V of the Companies Act, 2013.

The Board recommends the passing of the resolution no 5, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 5. The Remuneration Committee of the Board and the Board of Directors has already approved the remuneration. None of the directors and their relatives, except Mr. Abhey Kumar Oswal, is interested or concerned in the resolution.

ITEM NO.6

Mr. Anil Bhalla has been re-appointed as Managing Director of the company w. e. f. 1st April, 2014 to 31st March, 2017 for the period of three years on the salary and perquisites as mentioned above in the notice, as modified by the Remuneration Committee of the Board in its meeting held on 30th March, 2014 and the same was approved by the Board of Directors also in their meeting subject to approval of Shareholders of the Company by way of Special Resolution in the forthcoming Annual General Meeting of the Company. Remuneration has been modified by the Remuneration Committee and Board of Directors of the company within the limit as per Schedule V of the Companies Act, 2013.

The Board recommends the passing of the resolution no 6, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 6. The Remuneration Committee of the Board and the Board of Directors has already approved the remuneration. None of the directors and their relatives, except Mr. Anil Bhalla, is interested or concerned in the resolution.

The Information as required under Schedule V of the Companies Act, 2013 to be provided in the explanatory statement of the notice of the AGM is given hereunder:

I. **GENERAL INFORMATION**

1.	Nature of Industry	Real Estate, Investment Activities
2.	Date of expected date of commencement of commercial production	Not Applicable, Company is an existing company involved in the businesses of Real Estate, Investment Activities
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators	(₹ in lakh)
5.	Foreign investments or Collaborators, if any	The company promoted M/s. Oswal Engineering Ltd. in UAE as wholly owned subsidiary. The company's other subsidiary namely M/s Universal Projects FZE is wound up in the month of June, 2014.

Particulars	FY 13-14	FY 12-13	FY 11-12
Total Revenue	14576.68	15934.50	49001.87
Profit After Tax	7162.59	219.50	7909.90

II. INFORMATION ABOUT THE APPOINTEES

1. Background Details

Shri Abhey Kumar Oswal	Shri Anil Bhalla
Shri Abhey Kumar Oswal is basically from the Industrialist family. He is Graduate from commerce stream. He is associated with the company since long time. He is a person who has devoted his life for the company. Due to efforts of Shri Abhey Kumar Oswal the company achieved growth, development and success at all levels. He has promoted Oswal Agro Mills Limited and Oswal Greentech Limited (formerly known as Oswal Chemicals & Fertilizers Limited). Thereafter in 1983 he sets up the two large scale grass root sugar Mills of 10000 tons per day capacity, in Northern India. Thereafter he has acquired the two plants of petrochemicals sectors from Multinational Company "UNION CARBIDE" in Mumbai and Kolkata manufacturing of LLDPE, Benzene and Propylene. Thereafter in 1995 he has entered in "Chemical Fertilizer Sector" by setting up a grass root natural gas urea plant of one million tons per year urea production capacity at Shahajahanpur. In the year 2000 he had set up another and the world's largest Di-Ammonium Phosphate (D.A.P.) plant having production capacity of two million tons of Di-Ammonium Phosphate (D.A.P) per year at Paradeep Port in Orissa, India. With his dynamic leadership quality, he turned the fortunes of the company, as a result of which the company has entered in new business of real estate. He was the Chairman and Managing Director of the Company from 1995 and continued till July, 2012. In July, 2012 he resigned from the post due to his pre-occupancy and become director only but due to his dedication for the company, the Board has decided to appoint him again as Whole-Time Director instead of Director. Now Board has appointed him as Whole-time director of the company w. e. f. 1st April, 2014 for three years.	Shri Anil Bhalla is a director on the Board of the Company since long time. He is commerce Graduate. He is actively associated with the company at all level. The valuable guidance provided by him from time to time contributed immensely to the growth of the company. Due to his dedication and expertise in the field of administration and liaison the Board of the Company has decided to appoint him as whole time Director in the year 2000. He is closely associated with the company. He is a Director on the Board of Oswal Agro Mills Limited and he is also the Director on the board of Lucky Star Entertainment Limited. Due to his involvement in all company matters and day to day affairs the Board decided to appoint him as Managing Director of the Company from July, 2012 and thereafter the Board has also appointed him as the CEO and Managing Director of the company.

2. Past Remuneration

Years	Shri Abhey Kumar Oswal (In ₹)	Shri Anil Bhalla (In ₹)
2011-12	44,697,130/-	16,520,000/-
2012-13	12,346,850/-	16,520,000/-
2013-14	NIL	16,520,000/-

3. Recognition or awards-Not Applicable

4. Job Profile and his suitability

Shri Abhey Kumar Oswal (Whole Time Director)	Shri Anil Bhalla (Managing Director)
Shri Abhey Kumar Oswal is appointed as Whole Time Director of the company w. e. f. 01/04/2014, due to his dedication and expertise in the field of business planning and strategy, innovation, administration and involvement in day to day affairs and all other matters of the company, as set out in the resolution.	Shri Anil Bhalla is re-appointed as CEO and Managing Director of the Company for further period of 3 years w. e. f. 01/04/2014, as set out in the resolution.

5. Remuneration proposed

In case of inadequacy of profits, minimum remuneration shall be as stated here in above at item no 5 and 6 of the Notice.

The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the Special Resolutions in this regard.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)

The remuneration payable to Whole-time Director and CEO & Managing Director have been benchmarked with the remuneration being drawn by similar positions in Real Estate/Investment Business and have been considered by the Remuneration Committee of the Company at their meetings held on 24th March, 2014 and 30th March, 2014.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.

The Whole-Time Director has pecuniary relationship directly or indirectly with the Company because he and his wife are the promoters of the Company.

The Managing Director has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:-

   The Company has shown a profit from its operation in the current year and it is expected to earn profits in the future years also. This is an enabling provision for payment of remuneration in the event of loss/inadequate profits.

2. Steps taken or proposed to be taken for improvement:

   The Company is taking all necessary steps to increase their profits.

3. Expected increase in productivity and profits in measurable terms: – Not Applicable

By Order of the Board of Directors
For Oswal Greentech Limited

Place : New Delhi
Date : 24.07.2014

H.K. Gupta
Company Secretary