NOTICE OF THE MEETING

Notice is hereby given that the 30th Annual General Meeting of the Members of Oswal Greentech Limited will be held on Saturday, the 29th day of September, 2012 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 Balance Sheet as at 31st March, 2012 and Statement of Profit and Loss for the year ended on that date together with the Report of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Shri Atul Kulshrestha, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Aditya Burra Shastri, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s T.R. Chadha & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

   "RESOLVED THAT in partial modification of the Ordinary Resolutions passed by the members at the 29th Annual General Meeting held on 30th September, 2011 pursuant to Sections 269, 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approvals of such other authorities, including Central Government, as may be required, the Company hereby approves the remuneration and perquisites as set out in the Explanatory Statement annexed to this notice convening this meeting may be paid as the minimum remuneration to Mr. Abhey Kumar Oswal, Managing Director in the absence of or inadequacy of profit in any financial year w. e. f. 1st April, 2011 to 31st March, 2014 with authority to the Board of Directors to alter and vary the same in such manner as may be agreed to between the Board of Directors and Mr. Abhey Kumar Oswal.

   Resolved further that all other terms and conditions in respect of remuneration of Mr. Abhey Kumar Oswal shall remain the same."

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

   "RESOLVED THAT in partial modification of the Ordinary Resolutions passed by the members at the 29th Annual General Meeting held on 30th September, 2011 pursuant to Sections 269, 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approvals of such other authorities, including Central Government, as may be required, the Company hereby approves the remuneration and perquisites as set out in the Explanatory Statement annexed to this notice convening this meeting may be paid as the minimum remuneration to Mr. Anil Bhalla, Whole time Director in the absence of or inadequacy of profit in any financial year w. e. f. 1st April, 2011 to 31st March, 2014 with authority to the Board of Directors to alter and vary the same in such manner as may be agreed to between the Board of Directors and Mr. Anil Bhalla.

   Resolved further that all other terms and conditions in respect of remuneration of Mr. Anil Bhalla shall remain the same ."

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

   "Resolved that subject to the provisions of Section 198, 269,309, 310 and 311 and read with schedule XIII and all other applicable provisions of the Companies Act, 1956, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary, the approval of the company, be and is hereby accorded to the appointment of Mr. Anil Bhalla as Managing Director of the company for the rest of his tenure w.e.f. 11.07.2012 to 31.03.2014 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto with authority to the Board of Directors to vary or increase the remuneration and perquisites payable or to be provided to Mr. Anil Bhalla, including any monetary value thereof to the extent the Board of Directors may consider appropriate and to alter and vary the terms and conditions of the agreement entered into by the company with Mr. Anil Bhalla, as may be agreed between the Board of Directors and Mr. Anil Bhalla.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution and also to revise the remuneration of the Managing Director within the limits stipulated in the Companies Act, 1956. ''

By Order of the Board
For OSWAL GREENTECH LTD

Place: New Delhi
Date: 09.08.2012

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 IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of members and the Share Transfer Books of the Company shall remain closed from 24th September, 2012 to 29th September, 2012 (both days inclusive).
3. Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business under item no(s) 5, 6 and 7 are enclosed herewith and forms part of this notice.
4. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors(s)/ re-appointment of the retiring Director(s), a statement containing details of the concerned director(s) is provided herewith.
5. Members are requested to bring their attendance slip along with their copy of annual reports to the meeting.
6. Shareholders interested in giving nominations in respect of the shares held by them can do so by obtaining nomination forms from the Company.
7. 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 Ltd" (CDSL) .
8. The Register of Directors' shareholding in the Company shall remain open for inspection to the Members of the Company during 10.00 a.m. to 12.00 noon on each working day beginning with 14 days prior to the date of annual general meeting and ending 3 days after the date of its conclusion at the Registered Office of the Company.
9. 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-I, New Delhi-110020.
10. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company.
11. Members' holdings shares in the dematerialized mode are requested to 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.
12. The SEBI (Securities 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 Demat accounts. Members holding shares in physical form can submit their PAN details to the company Registrar & Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd.

13. In all correspondence with the Company, members are requested to quote their account/ 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.
14. 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 Annual General Meeting.

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 w. e. f. 31st March 2006. He is a Commerce Graduate and a fellow member of the Institute of Chartered Accountants of India. He has a vast experience in the field of Finance, Direct Taxation, Company Law Matters and Administration as well as Commercial Matters also. He has Promoted Cleave Global e- Services (P) Ltd an international BPO organization of repute and Extramarks Education (P) Ltd, a digital learning Company. Inspite of these Companies, he is a director of Chink Components Pvt. Ltd and Sudh Investments Pvt. Ltd. also . 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 Company as director w. e. f.7th March 2009. He is 45 years of age. He is a postgraduate in Mathematic and diploma holder in Business Management from Mumbai. He has 23 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. In 20TH Century Fox, Inc. he was a Managing Director of the company for the period of 10 years. He is member of Audit Committee and Remuneration Committee in your company. Neither he nor any of his family members hold any shares of this company.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO(S) 5, 6 AND 7 OF THE ACCOMPANYING NOTICE ARE AS UNDER:

ITEM NO. 5

Mr. Abhey Kumar Oswal was re-appointed as Chairman and Managing Director of the Company for further period of three years w. e. f. 1st April, 2011 upto 31st March, 2014 on the salary as approved by the Remuneration Committee of Board in its meeting held on 31st March, 2011 and the same was approved by the Board of Directors in their meeting and thereafter by the Shareholders of the company also by passing an ordinary resolution in their meeting held on 30th September, 2011, subject to the approval of Central Government, as under:

Salary	:	Rs. 25 lacs per month
Perquisite	:	Rs. 25 lacs per month

In the forthcoming Annual General Meeting, approval of the above remuneration from shareholders is sought in case of the absence or inadequacy of profits in any financial year from 1st April, 2011 to 31st March, 2014 by passing a special resolution as required in partial modification of the ordinary resolution passed in the shareholder's meeting held on 30th September, 2011.

The Board recommends the passing of the resolution no 5 for your approval as set out in the notice. The Remuneration Committee of the Board and the Board of Directors have already approved the remuneration. None of the directors, except Mr. Abhey Kumar Oswal, is interested or concerned in the resolution. The above may also be treated as compliance under section 302 of the Companies Act, 1956.

ITEM NO. 6

Mr. Anil Bhalla was re-appointed as Whole Time Director of the Company for further period of three years w. e. f. 1st April, 2011 upto 31st March, 2014 on the salary as approved by the Remuneration Committee of Board in its meeting held on 31st March, 2011 and the same was approved by the Board of Directors in their meeting and thereafter by the Shareholders of the company also, by passing an ordinary resolution in its meeting held on 30th September, 2011, subject to the approval of Central Government, as under:

Salary	:	Rs. 10 lacs per month
Perquisite	:	Rs. 10 lacs per month

In the forthcoming Annual General Meeting, approval of the above remuneration from shareholders is sought in case of the absence or inadequacy of profits in any financial year from 1st April, 2011 to 31st March, 2014 by passing a special resolution as required in partial modification of the ordinary resolution passed in the shareholder's meeting held on 30th September, 2011.

The Board recommends the passing of the resolution no 6 for your approval as set out in the notice. The Remuneration Committee of the Board and the Board of Directors have already approved the remuneration. None of the directors, except Mr. Anil Bhalla, is interested or concerned in the resolution. The above may also be treated as compliance under section 302 of the Companies Act, 1956.

ITEM NO. 7

Mr. Anil Bhalla was re-appointed as Whole Time Director of the Company for further period of 3 years w. e. f 1st April, 2011 upto 31st March, 2014 in the 29TH Annual General Meeting of the company on the terms & conditions as under :

Salary	:	Rs.10 lacs per month
Perquisite	:	Rs.10 Lacs per month

Mr. Anil Bhalla has been managing the affairs of the Company competently and his business foresight coupled with his rich experience has placed the company on sound footing enabling it to achieve overall good performance over the years. In appreciation of his excellent contribution to the growth of the company and to motivate him, on the basis of recommendation made by the Remuneration Committee, the Board of Directors in its meeting held on 11th July, 2012 has appointed and re-designated Mr. Anil Bhalla as Managing Director instead of Whole-time Director of the Company w. e. f. 11th July, 2012 for the rest of his tenure in company on the same remuneration/ terms and conditions as approved by the Board in its meeting held on 23rd December, 2006 and by the shareholders in their meeting held on 29th September, 2007, 29th September, 2008, 30th September, 2009 and 30th September, 2011 also.

The Board recommends the passing of the resolution no 7 for your approval as set out in the notice. None of the directors, except Mr. Anil Bhalla, is interested or concerned in the resolution. The above may also be treated as compliance under section 302 of the Companies Act, 1956.

By Order of the Board
For Oswal Greentech Ltd

Place : New Delhi
Date : 09.08.2012

H.K. Gupta
Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measures, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to notify their e-mail id by writing letter and register the same with M/s Skyline Financial Services Pvt. Limited, Registrar & Share Transfer Agent of the Company at their e-mail id i.e. admin@skylinerta.com