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
Corporate Office: 7th Floor, Antriksh Bhawan, 22, K. G. Marg, New Delhi - 110001, India
Phone No: 011-23715242, 23322980, Fax No: 011-23716276
Website: www.oswalgreens.com, Email: oswal@oswalgreens.com

NOTICE OF THE MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Members of Oswal Greentech Limited will be held on Wednesday, the 30th day of September, 2015 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 on 31st March, 2015, 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 re-appoint Mr. Sumit Kumar Dutt (DIN: 01265514), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint Mr. Krishan Chand Bajaj (DIN: 01844498), who retires by rotation at this Annual General Meeting and is being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditor and fix their remuneration. 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 Sections 139 and 142 of the Companies Act, 2013 ("Act") and the rules made there under 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 till the conclusion of next Annual General Meeting of the Company, subject to ratification of appointment by members at every Annual General Meeting held after this Annual General Meeting and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with Auditors."

SPECIAL BUSINESS:

5. **To Appoint Mr. Vipan Kaushal (DIN 07091943) as a Non - Executive Independent Director of the Company.**

   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 Sections 152, 160 and 149 and Schedule IV of the Companies Act, 2013 read with Rules and Articles of Association, Mr. Vipan Kaushal (DIN 07091943), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation and in respect of whom, the company has received a notice in writing under Section 160 of the Act from a member proposing the candidature for the office of Non - Executive Independent Director of the company."

6. **To appoint Mrs. Bina Sharma (DIN 07091946) as Non-Executive Women Director of the Company.**

   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 Sections 152, 160 and 149 and Schedule IV of the Companies Act, 2013 read with Rules and Articles of Association, Mrs. Bina Sharma (DIN 07091946), a Non-Executive Independent Women Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Women Director of the Company to hold office for 5 consecutive years, not liable to retire by rotation and in respect of whom, the company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature for the office of Non-Executive Independent Director of the Company."

7. **Related Party Transaction Under Section 188 Of The Companies Act, 2013 Read With Rules**

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

   "**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules and Articles of Association of the Company, approval of the Members of the Company, be and is hereby accorded for entering into a related party transaction at arm's length in ordinary course of business by the company for sale of the inventory developed by the Copany, the details are given as under.

MAXIMUM VALUE OF THE TRANSACTION	
NAME OF THE RELATED PARTIES	M/s OSWAL AGRO MILLS LIMITED (CIN No. L15319PB1979PLC012267)
NATURE OF TRANSACTION	Sale of the Inventory
TOTAL VALUE OF THE TRANSACTION	₹ 4040.50 Lacs

   RESOLVED FURTHER THAT to give effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto".

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 20.07.2015

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. Proxy form is attached with the Notice.

Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

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(1) of the Companies Act, 2013, is annexed hereto.

5. The Register of Members and the Share Transfer Books of the Company will be closed from 24th September 2015 to 30th September, 2015 (both days inclusive).

6. Cut -Off Date:

   i) The notice is being sent to all the members, whose name appears as on 14th August, 2015 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of the Company.

   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 Wednesday, 23rd September, 2015 (the "Cut-Off Date"), only shall be entitled to vote through Remote E-voting and at the AGM of the Company (as per Amended Rules 2015 effective from 19th March, 2015). The voting rights of Members shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut -off date.

7. 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.

8. Members/Proxies are requested to bring their duly-filled Attendance Slips along with their copies of Annual Reports at the meeting.

9. Shareholders interested in giving nominations in respect of the shares held by them in physical form, can do so by submitting nomination forms (SH-13) with RTA of the Company (as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof). Nomination form can be obtained from the Company/RTA.

10. 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.

11. 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) .

12. 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.

13. 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.

14. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company.

15. Members' holding shares in 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.

16. 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.

17. 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 Demat accounts. Members holding shares in physical form can submit their PAN details to the company Registrar and Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd.

18. 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.

19. 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 33rd Annual General Meeting and the Annual Report 2014-15 is also available on the Company's website, www.oswalgreens.com.

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.

21. **Remote E-Voting Facility**

   In accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules 2015 w. e. f. 19th March, 2015 and Clause 35 of the Listing Agreement, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronics means (Remote e-voting) to all its members. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional and not mandatory. The process and manner of Remote E-Voting are as under:-

   A. In case, member receive e-mail from NSDL (for Members whose email addresses are registered with the Company/Depository Participant(s), the member should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.

   B. In case, member receives AGM Notice in physical form (for Members whose email addresses are not registered with the Company/Depository Participants), the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Annual Report.

   C. The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No 21 (A) and 21(B) above:

      i. Open internet browser and type the following URL: http://www.evoting.nsdl.com

      ii. Click on Shareholder - Login

      iii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

      iv. If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 21 (A) above) or in physical form (as per Sr. No. 21 (B) above), as the case may be.

      v. Password change menu will appear on your screen. Change to a new password of your choice. Ensure that it contains a minimum of 8 digits or characters or a combination of both. Please keep your password confidential.

vi. Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.

vii. Select "EVEN" (E-Voting Event Number) of Oswal Greentech Limited.

viii. Now you are ready for e-voting as Cast Vote page opens.

ix. The voting rights of the shareholders shall be reckoned in proportion to the shares held in the total paid up equity share capital of the Company as on cut-off date i.e. 23rd September, 2015.

x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted

xi. Upon confirmation, the message "Vote cast successfully" will be displayed.

xii. Once you have voted on the resolution, you will not be allowed to modify your vote.

xiii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter etc. together with attested specimen signature(s) of duly authorized representative(s), to the Scrutinizer through e-mail at paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in and a copy to hkgupta@oswalgreens.com, Company Secretary of the Company.

D. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.

E. The remote e-voting period shall commence on Sunday, 27th September, 2015 (9.00 A.M.) and ends on Tuesday, 29th September, 2015 (5.00 P.M.).

F. Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 23rd September, 2015, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.

G. In case of any queries, you may refer the Frequently Asked Question (FAQs) - Shareholders and remote e-voting user manual-Shareholders, available at the downloads section of www.evoting.nsdl.com

H. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.

I. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share Transfer Agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Ballot paper.

J. The Company has appointed Mr. Paramnoor Singh, Practicing Chartered Accountant, Membership No 515572 as 'Scrutinizer' for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

K. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and there after unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.

L. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.oswalgreens.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to Stock Exchange.

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 Sumit Kumar Dutt

Shri Sumit Kumar Dutt is a Non-Executive Independent Director on the Board of the Company since 7th March, 2009. He is 43 years of age and an Arts Graduate. He is working in the field of Television, Commercials, Music Videos and Documentaries. He has a film production house in the name of "Mise En Scene Entertainment Services Pvt. Ltd." one of the foremost Music Video producers in the industry. He has received various Indian Awards and also nominated for international award such as SXSW awards of Texas, USA: MTV Awards. His company has provided production supports services to various international media companies like Swiss Broadcasting Corporation, BBC: VHQ (Singapore), Pumpkin Films (Switzerland), Natural History New Zealand, CMD Agency (USA). He is also a director and having shareholding in the following companies:

S.NO	NAME OF COMPANIES	SHAREHOLDING
1	Mise En Scene Entertainment Services Private Limited	60%
2	Leostride Entertainment Private Limited	50%
3	Mirch Masala Productions Private Limited	50%
4	Trishakti Trading Enterprise Private Limited	25%
5	Masala Republic Private Limited	5%

He is a member of Audit Committee, Nomination & Remuneration Committee in your Company. Neither he nor any of his family members hold any shares of this company.

2. Shri Krishan Chand Bajaj

Shri Krishan Chand Bajaj was appointed on the Board of Company as Director w. e. f. 18th May, 2007. He is a Non-Executive Independent Director on the Board of the Company. He is a lawyer by profession and having more than 48 years of experience in dealing of Legal Matters in Supreme Court of India and other sub-ordinate Courts. He is also a director in the following companies:

S.NO	NAME OF COMPANIES
1	Metos Appliances Private Limited
2	Sumanglam Placement Services Private Limited
3	Orangetree Infosolution Private Limited

He is member of Audit Committee (Chairman), Nomination & Remuneration Committee in your Company. Neither he nor any of his family members hold any shares of this company.

STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO 5:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Mr. Vipan Kaushal was appointed as an additional director of the company w. e. f. 12th February, 2015 and pursuant to the provisions of Section161 of the Companies Act, 2013 and as per Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing by the director (Mr. Vipan Kaushal) stating that he meets the criteria of independence as provided under Section 149 (6) of the Act.

That pursuant to provisions of section 160, a Shareholder has proposed the appointment of Mr. Vipan Kaushal as the Non-Executive Independent Director of the company in compliance with the provisions of Section 160 of the Companies Act, 2013 read with rules.

The Board also considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Mr. Vipan Kaushal. Accordingly, the Board also recommends his appointment as an Independent Director of the Company to hold office for 5 consecutive years, not being liable to retire by rotation.

In the opinion of the Board, the Director fulfills the conditions specified in the Act , and the rules framed there under and the Clauses of the Listing Agreement for being appointed as Non-Executive Indendent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment is now being placed before the Members for their approval.

Except Mr. Vipan Kaushal and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item No 5. The Board recommends the resolution for your approval.

He is member of Audit Committee, Nomination & Remuneration Committee (Chairman), Stakeholder Relationship Committee (Chairman) and Corporate Social Responsibility Committee in your Company. Neither he nor any of his family members hold any shares of this company.

ITEM NO 6:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Women Director requires approval of members.

Mrs. Bina Sharma was appointed as an additional director of the company w. e. f. 12th February, 2015 and pursuant to the provisions of Section161 of the Companies Act, 2013 and as per Article of Association of the Company, she shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing by the director (Mrs. Bina Sharma) stating that she meets the criteria of independence as provided under Section 149 (6) of the Act.

That pursuant to provisions of section 160, a Shareholder has proposed the appointment of Mrs. Bina Sharma as the non executive independent women director of the company in compliance with the provisions of Section 160 of the Companies Act, 2013 read with rules.

The Board also considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Mrs. Bina Sharma. Accordingly, the Board also recommends her appointment as an Independent Women Director of the Company to hold office for 5 consecutive years, not being liable to retire by rotation.

In the opinion of the Board, the Director fulfills the conditions specified in the Act, and the rules framed there under and the Clauses of the Listing Agreement for being appointed as non-executive Independent Women Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment is now being placed before the Members for their approval.

Except Mrs. Bina Sharma and her relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No 6. The Board recommends the resolution for your approval.

She is member of Audit Committee. Neither she nor any of her family members hold any shares of this company.

ITEM No. 7

The provisions of Section 188(1) of the Companies Act, 2013, read with rules that govern the following Related Party Transactions require a Company to obtain the prior approval of shareholders by way of a Resolution to enter into a transaction or transactions, where the transaction or transactions to be entered into :

(a) as contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188, with criteria as mentioned below –

- (i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten percent of the turnover of the Company or rupees one hundred crore, whichever is lower;
- (ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten percent of net worth of the company or rupees one hundred crore, whichever is lower ;
- (iii) leasing of property of any kind exceeding ten percent of the net worth of the company or ten percent of turnover of the company or rupees one hundred crore, whichever is lower;
- (iv) availing or rendering of any services, directly or through appointment of agent, exceeding ten percent of the turnover of the company or rupees fifty crore, whichever is lower;

(b) is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lakh rupees.

(c) is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one per cent of the net worth.

In the light of provisions of the Companies Act, 2013 read with rules, the Board of Directors of your Company has approved the proposed transactions that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013) for the financial year 2015-2016.

The information as required under provision of Act, are enlisted as follows:-

- **Name of the Related Party:-** Oswal Agro Mills Limited (CIN No. L15319PB1979PLC012267)
- **Name of the Director or Key Managerial Personnel who is related, if any:-** Mr. Abhey Kumar Oswal and Mr. Anil Bhalla
- **Nature of relationship:-** Directors along with its relative holds more than 2 % of paid up share capital.
- **Nature, Material terms, Monetary value and particulars of the Contract or Arrangement**:- The company shall sell the inventory developed over the land owned by M/s Oswal Agro Mills Limited at Anik Chembur at Mumbai, Maharashtra, amounting to Rs. 4040.50 Lacs .
- **Any other information relevant or important for the members to take a decision on the proposed resolution**:- The Company had entered into a joint venture agreement with M/s Oswal Agro Mills Limited dated 23.12.2010 over development of the land at Anik Chembur, Mumbai, Maharashtra. The development of the said land was challenged in Hon'ble High Court and then in Hon'ble Supreme Court. The petition of M/s Oswal Agro Mills Limited before the Hon'ble Supreme Court for allowing the Company to start the operations at land at Anik Chembur, Mumbai, Maharashtra,owned by M/s Oswal Agro Mills Limited got dismissed. Since there are no future projects readily available on the said land, the Company proposes to enter into an agreement with M/s Oswal Agro Mills Limited to sell the inventory.

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 20.07.2015

H K Gupta
Company Secretary