

OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L24112PB1981PLC031099

Regd. Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 (Punjab) Phone No. +91-161-2544238

Corporate Office: 7th Floor, Antriksh Bhawan, 22, K. G. Marg, New Delhi - 110001, India

Phone No: +91-11-23715242, Fax No: +91-11-23716276

Website: www.oswalgreens.com, E-mail: oswal@oswalgreens.com

NOTICE OF THE MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of Oswal Greentech Limited will be held on Wednesday, 25th day of September 2019 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 Financial Statements as on 31st March 2019 together with the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint Dr. Aruna Oswal (DIN 00988524), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF SHRI AYUSSH SANGHI (DIN 07102280) 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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company, Shri Ayussh Sanghi (DIN 07102280) who was appointed as an Additional Director of the Company effective from April 25, 2019 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 consecutive years effective from April 25, 2019 and shall not be liable to retire by rotation."

4. RE-APPOINTMENT OF DR. ARUNA OSWAL (DIN 00988524) AS WHOLE TIME DIRECTOR AND CHAIRPERSON 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 Section 196, 197, 198, 203 read with Schedule V of Companies Act 2013, and other applicable provisions, if any, 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 members of the company, be and is hereby accorded to the re-appointment of Dr. Aruna Oswal as Whole-time Director and Chairperson of the Company for three years w. e. f 1st June, 2019 to 31st May, 2022 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Dr. Aruna Oswal (DIN 00988524) as mentioned below including perquisites and on the terms and conditions as set out in letter of appointment.

1. Salary:

Basic Salary:	Rs. 10,00,000/- per month (with an annual scale of Rs.1,20,00,000 /-)
Medical Allowance	Rs. 10,00,000/- p.a. as per the rules of Company
Leave Travel Allowance	Up to one month's basic salary p.a., as per the rules of Company

2. Perquisites:

Accommodation	Rent free accommodation at No. 3 Tilak Marg, New Delhi along with reimbursement of other household facilities
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 official 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 policy of the Company

RESOLVED FURTHER THAT pursuant to the provisions of clause (a) of sub-section 3 of Section 196 of Companies Act, 2013 read with its first proviso and rules made thereunder, consent of the members, be and is accorded that the said appointment shall continue, notwithstanding the fact, that Dr. Aruna Oswal shall attain the age of 70 years during the tenure of 3 years commencing from 1st June, 2019 to 31st May, 2022.

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 Dr. Aruna 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 Dr. Aruna 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 Dr. Aruna Oswal as Whole Time Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Dr. Aruna 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."

5. **RE-APPOINTMENT OF SHRI 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 Section 196, 197, 198, 203 read with Schedule V of Companies Act 2013, and other applicable provisions, if any, 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 members of the company, be and is hereby accorded to the re-appointment of Shri Anil Bhalla as CEO & Managing Director of the company for further period of 3 years commencing from 1st April, 2020 to 31st March, 2023 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Shri Anil Bhalla as mentioned below including perquisites and on the terms and conditions set out in letter of appointment.

1. **Salary:**

Basic Salary:	Rs. 10,00,000/- per month with an annual scale of Rs. 1,20,00,000/-
Medical Allowance	Rs. 10,00,000/- P.A. as per rules of the Company
Leave Travel Allowance	Up to one month's basic salary p.a., as per the rules of Company

2. **Perquisites:**

Accommodation	50% of basic salary i.e. Rs.5,00,000/- per month
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 policy of the Company

RESOLVED FURTHER THAT pursuant to the provisions of clause (a) of sub-section 3 of Section 196 of Companies Act, 2013 read with its first proviso and rules made thereunder and other applicable provisions, consent of the members, be and is accorded that Shri Anil Bhalla shall continue to act as the CEO and Managing Director of the company on such terms as set out in his appointment letter, notwithstanding the fact, that he shall attain the age of 70 years on 3rd day of December, 2019.

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 Shri 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 Shri Anil Bhalla shall 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 Shri Anil Bhalla as CEO & Managing Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Shri 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."

6. **APPOINTMENT OF SHRI KRISHAN CHAND BAJAJ (DIN 01844498) 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 a **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company, Shri Krishan Chand Bajaj (DIN 01844498) who was appointed as an Additional Director of the Company effective from April 25, 2019 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as Non-Executive Independent Director of the Company for second term of 5 years effective from April 25, 2019, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT consent of the members, be and is hereby accorded that Shri. Krishan Chand Bajaj shall continue to hold the office of Non-Executive Independent Director of the company, notwithstanding the fact, that he shall attain the age of 75 years on 3rd day of January 2021.

7. **APPOINTMENT OF SMT. BINA SHARMA (DIN 07091946) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR 2ND CONSECUTIVE TERM OF 5 YEARS**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 (10), 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company, consent and approval of the members of the company, be and is hereby accorded by way of special resolution to the re-appointment of Smt. Bina Sharma (DIN 07091946) who was appointed as Non-Executive Independent Director of the Company effective from February 12, 2015 and whose period of office shall be completed on February 11, 2020 in terms of said appointment, to hold office for 2nd consecutive term of 5 years commencing from February 12, 2020, and shall not be liable to retire by rotation.”

8. **MAINTENANCE OF THE REGISTER OF MEMBERS, ANNUAL RETURNS AND RELATED BOOKS AT A PLACE OTHER THAN THE REGISTERED OFFICE 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 the provisions of Section 94 read with Section 88 and 92 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the consent of the members of the Company, be and is hereby accorded to keep, maintain and preserve Register of Members, Index of Members of the Company, Register of Renewed and Duplicate Shares, Annual Returns of the company and other related documents, at the Corporate Office of the Company, located at 7th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, Connaught Place, New Delhi - 110001, instead of keeping and maintaining the same at Registered Office of the Company in Ludhiana.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the board to secure any further approval of the members of the company.”

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place: New Delhi
Date: 09.08.2019

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 19th September 2019 to 25th September 2019 (both days inclusive).

6. Cut - Off Date:

- i) The notice is being sent to all the members, whose name appears as on 9th August, 2019 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, 18th September, 2019 (the "Cut-Off Date"), only shall be entitled to vote through remote e-voting and at the AGM of the Company. 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 Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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.
 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 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 Share Transfer Agent, 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 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 e-mail 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 e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode. Members may note that the Notice of the 37th Annual General Meeting and the Annual Report 2018-19 is also available on the Company's website link : oswalgreens.com/annual-report.html.
 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, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic 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

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E-Voting are as under:-

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.
- 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 paramnoor.singh@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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Information:

1. 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.
2. The remote e-voting period shall commence on Sunday, 22nd September 2019 (9.00 A.M.) and ends on Tuesday, 24th September 2019 (5.00 P.M.). Thereafter the remote e-voting facility will be blocked.
3. 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 18th September 2019, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
4. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication.
5. 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.
6. The Company has appointed Shri 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.
7. 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 un-lock 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.
8. 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 REGULATION 36 OF SEBI LISTING REGULATIONS, 2015

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

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PARTICULARS	NAMES OF DIRECTORS TO BE APPOINTED/RE-APPOINTED				
	Aruna Oswal	Anil Bhalla	Ayussh Sanghi	Krishan Chand Bajaj	Bina Sharma
Date of Birth	31 st March, 1951	3 rd December, 1949	10 th June 1988	3 rd January 1946	19 th May 1950
Date of Appointment	2 nd April 2016	17 th August 1989	25 th April 2019	25 th April 2019	12 th February 2015
Qualifications	M. A.	B. Com	Chartered Accountant	Law graduate	B. A.
Expertise in specific functional areas	Wide experience in commercial and administrative field	Wide experience in commercial and general administration	Wide experience in finance functions of companies	Wide experience in legal matters	Wide experience in commercial and general administration
Relationships between directors inter-se	None	None	None	None	None
Directorships held in other listed companies	Oswal Agro Mills Limited	Oswal Agro Mills Limited	-	-	-
Committee Membership/ Chairmanship in other listed companies	Oswal Agro Mills Limited – • Chairperson of CSR Committee • Member of Audit Committee • Member of Share Transfer Committee	Oswal Agro Mills Limited – • Chairperson of Stakeholders Relationship Committee • Member of CSR Committee • Member of Share Transfer Committee	-	-	-
Number of shares held in the Company	5,15,44,618 equity shares	Nil	Nil	Nil	Nil

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES

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

ITEM NO. 3

Shri Ayussh Sanghi was appointed as an Additional Director of the Company w.e.f. 25th April 2019. 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 and Company Law Matters also. He is a person having wide knowledge and experience in various field. He is also a director in Community Business (India) Private Limited.

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

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and 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 stating that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The Company has received notice in writing from one of the members in compliance with the provisions of Section 160 of the Companies Act, 2013 read with rules, proposing his candidature for the office of Director of the Company.

The Board also considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Shri Ayussh Sanghi. 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 thereunder and the Listing Regulations, 2015 for being appointed as Non-Executive Independent 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 Shri Ayussh Sanghi and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no 3. The Board recommends the resolution for your approval.

ITEM NO. 4

Dr. Aruna Oswal was appointed as Whole-time director and Chairperson of the company and her tenure was completed on 31st May 2019. The Board of the Company in their meeting approved the re-appointment of Dr. Aruna Oswal subject to approval of shareholders in the ensuing Annual General Meeting as Whole-time director and Chairperson of the company for a further period of three years w.e.f. 1st June 2019 to 31st May 2022 on the salary and perquisites as mentioned above in the notice, which is without any modification in the existing salary as also recommended by the Nomination & Remuneration Committee of the Board in its meeting held on 8th April 2019 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 Dr. Aruna Oswal was fixed by the Nomination & Remuneration Committee and Board of Directors of the company is within the limit as per Schedule V of the Companies Act, 2013.

In view of the provisions of Section 196 (3) (a) of the Companies Act, 2013, it is required to seek the approval of members by the company by way of special resolution for appointment or to continue the employment of any person as managing director, whole-time director or manager who has attained the age of 70 years. You are informed that Dr. Aruna Oswal shall attain the age of 70 years during her proposed tenure of 3 years w.e.f. 1st June 2019 to 31st May 2022. Accordingly, for continuation of holding of office by Dr. Aruna Oswal as Whole-time director and Chairperson of the company after the age of 70 years to be attained during the period of her proposed term of appointment, your Board recommends the passing of the resolution no 4, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 4. The Nomination & Remuneration Committee of the Board and the Board of Directors has already approved the remuneration.

None of the directors and their relatives, except Dr. Aruna Oswal, is interested or concerned in the resolution.

ITEM NO. 5

Shri Anil Bhalla was appointed as CEO & Managing Director of the company and his tenure will be completed on upcoming 31st March 2020. The Board of the Company proposed to re-appoint Shri Anil Bhalla as CEO & Managing Director of the Company for a further period of three years w.e.f. 1st April 2020 to 31st March 2023 on the salary and perquisites as mentioned above in the notice, without any modification in the existing salary as also recommended by the Nomination & Remuneration Committee of the Board in its meeting held on 8th April 2019 and the same was also approved by the Board of Directors in their meeting subject to approval of Shareholders of the Company by way of Special Resolution in the ensuing Annual General Meeting of the Company. Remuneration of Shri Anil Bhalla as fixed by the Nomination & Remuneration Committee and Board of Directors of the company is within the limit as per Schedule V of the Companies Act, 2013.

In view of the provisions of Section 196 (3) (a) of the Companies Act, 2013, it is required to seek the approval of members by the company by way of special resolution for appointment or to continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years. You are informed that Shri Anil Bhalla shall attain the age of 70 years during his proposed tenure of 3 years w.e.f. 1st April 2020 to 31st March 2023. Accordingly, for continuation of holding of office by Shri Anil Bhalla as CEO & Managing Director after the age of 70 years to be attained during the period of his proposed term of appointment, your 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 Nomination & Remuneration Committee of the Board and the Board of Directors has already approved the remuneration.

None of the directors and their relatives, except Shri Anil Bhalla, is interested or concerned in the resolution.

ITEM NO. 6

Shri Krishan Chand Bajaj is an Independent Non-Executive Director of the company. He joined the Board of your company in May 2007 and thereafter, continuously providing his services to the company. Pursuant to the introduction of new Companies Act ,2013, (the Act), he is serving as Independent director of company to hold office for five consecutive years up to 31st March 2019.

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. He ceased to be the Independent Director of the Company on the closing hours of 31st March 2019. Thereafter, the Nomination and Remuneration Committee of the company in its meeting held on 8th April 2019 considered the requirement of company to appoint an Independent director on the Board. Basis nomination received from one of the members of company and being an eligible candidate, the committee was of the view to re-appoint Shri Krishan Chand Bajaj as an Independent Non-Executive Director of the company for 2nd term of five years subject to approval of the Board and Members of the company in the ensuing Annual General Meeting of the company.

Thereafter the Board of Directors of the company in their meeting held on 25th April 2019 as per recommendations received from the Nomination and Remuneration committee of the company, had appointed Shri Krishan Chand Bajaj as additional director of the company w.e.f. 25th April 2019 to fulfill the requirement of Independent director of the company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri Krishan Chand Bajaj being eligible for re-appointment as an Independent Director and offering himself for re-appoint as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 25th April 2019 up to 24th April 2024.

The company has received declaration from him stating that he meets the criteria of Independent as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. He has also given his consent to continue to act as Independent director of the company if so, approved by the members.

In the opinion of the Board, Shri Krishan Chand Bajaj fulfils the conditions specified under section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as a Non- Executive Independent Director of the company and is Independent of the management.

As per recent changes in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to regulation 17(1A), no

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listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Shri Krishan Chand Bajaj shall attain the age of seventy-five years on 3rd January 2021 during his proposed tenure of further 5 years. The company wishes to bring this fact into your notice and therefore, consent of members is requested by way of special resolution.

The Board consider that his continue association would be of immense benefit to the company. Accordingly, the Board recommended passing of the Special Resolution in relation to re-appointment of Shri Krishan Chand Bajaj as an Independent Director for another term of five years with effect from 25th April 2019 up to 24th April 2024, for the approval by the members of the company.

Except, Shri Krishan Chand Bajaj, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 6 of the accompanying Notice of the AGM. Shri Krishan Chand Bajaj is not related to any director of the company.

ITEM NO. 7

Smt. Bina Sharma was appointed as an Independent Non-Executive Director of the company by the members at 33rd Annual General Meeting of the company held on 30th September 2015 for a period of five consecutive years commencing from 12th February 2015 up to 11th February 2020.

As per section 149(10) of the Act, an Independent Director shall hold the office for a term of up to five consecutive years on the Board of a company but be eligible for re-appointment on passing of a special resolution by the company for another term of up to five consecutive years on the Board of a company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Smt. Bina Sharma being eligible for re-appointment as an Independent Director and offering herself for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 12th February 2020 up to 11th February 2025.

The company has received declaration from her stating that she meets the criteria of Independent as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. She has also given her consent to continue to act as director of the company if so, approved by the members.

In the opinion of the Board, Smt. Bina Sharma fulfils the conditions specified under section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Non- Executive Director of the company and is Independent of the management .

The Board consider that her continuing association would be of immense benefit to the company and it is desirable to continue to avail services of Smt. Bina Sharma as an Independent Director. Accordingly, the Board recommended passing of the Special Resolution in relation to re-appointment of Smt. Bina Sharma as an Independent Director for another term of five years with effect from 12th February 2020 to 11th February 2025, for the approval by the members of the company.

Except, Smt. Bina Sharma, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 7 of the accompanying Notice of the AGM. Smt. Bina Sharma is not related to any director of the company.

ITEM NO. 8

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and the Rules made there under, the Register of Members and Index of Members required to be kept and maintained by the company under Section 88 and copies of the Annual Returns filed by the Company under Section 92 shall be kept at the registered office of the company, provided that such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company.

In view of the above, it is proposed to keep, maintain and preserve Register of Members, Index of Members of the Company, Register of Renewed and Duplicate Shares, Annual Returns of the company and other related documents, at the Corporate Office of the Company, located at 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, Connaught Place, New Delhi - 110001, instead of keeping and maintaining the same at Registered Office of the Company in Ludhiana.

The Board recommends the passing of the resolution no. 8, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 8.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place: New Delhi
Date : 09.08.2019

H K Gupta
Company Secretary