NOTICE OF THE MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Oswal Chemicals & Fertilizers Limited will be held on Friday, the 30th day of September, 2011 at 10.30 A.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana, Punjab-141003, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31stMarch, 2011 and Profit & Loss Account 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 Sumit Dutt, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Krishan Chander Bajaj, 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 an Ordinary Resolution:

   "RESOLVED THAT pursuant to provisions of sections 198,309,310,311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of shareholders of the Company and of Central Government and/or such other authority, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by the Board of Directors in granting such approvals, permissions and sanctions and pursuant to the approval as recommended by the remuneration committee in its meeting held on 31ST March, 2011, consent be and is herby accorded to the re-appointment of Mr. Abhey Kumar Oswal as Managing Director of the Company for a period of three years w.e.f.01.04.2011 to 31.03.2014 (whose period of office shall not be liable to determination by retirement of Director by rotation) on the terms and conditions as follow:

   (a) Effective Date w.e.f.01.04.2011
   (b) Basic Salary: Rs.25 Lacs per month
   (c) Perquisite: Rs.25 Lacs per month

   RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profit, the aforesaid remuneration shall be the minimum remuneration.

   RESOLVED FURTHER THAT all other terms and conditions pertaining to the appointment of Mr. Abhey Kumar Oswal as decided by the Board in its meeting held on 23rd December, 2006 and by the Shareholders in their meetings held on 29th September, 2007 and 30th September, 2009 shall remain the same.

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

   "RESOLVED THAT pursuant to provisions of sections 198,309,310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of shareholders of the Company and of Central Government and/or such other authority , as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by the Board of Directors in granting such approvals, permissions and sanctions and pursuant to the approval as recommended by the remuneration committee in its meeting held on 31st March, 2011, consent be and is herby accorded to the re-appointment of Mr. Anil Bhalla as Whole Time Director of the Company for a period of three years w.e.f.01.04.2011 to 31.03.2014 (whose period of office shall be liable to determination by retirement of Director by rotation) on the terms and conditions as follow:

   (a) Effective Date w.e.f.01.04.2011
   (b) Basic Salary: Rs.10 lacs per month
   (c) Perquisite: Rs.10 Lacs per month

   RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profit, the aforesaid remuneration shall be the minimum remuneration.

   RESOLVED FURTHER THAT all other terms and conditions pertaining to the appointment of Mr. Anil Bhalla as decided by the Board in its meeting held on 23rd December, 2006 and by the Shareholders in their meetings held on 29th September, 2007 and 30th September, 2009 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 approval of the Central Government through Registrar of Companies under section 21 of the Companies Act, 1956, the name of the company be and is hereby changed from "**OSWAL CHEMICALS & FERTILIZERS LIMITED**" to **"OSWAL GREEN TECH LIMITED"** and that wherever the name OSWAL CHEMICAL & FERTILIZERS LIMITED appears in Memorandum of Association and Articles of Association, the same be substituted by the new name ''OSWAL GREEN TECH LIMITED.''

By Order of the Board
For OSWAL CHEMICALS & FERTILIZERS LTD

Place: New Delhi
Date: 10.08.2011

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 Book of the Company shall remain closed from 24th September 2011 to 30thSeptember, 2011 (both days inclusive).
3. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 5, 6 and 7 are enclosed herewith and forms part of this notice.
4. Shareholders interested in giving nominations in respect of the shares held by them can do so by obtaining nomination forms from the Company.
5. 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).

6. 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.
7. 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.
8. 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.
9. 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.

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 Dutt

Shri Sumit Dutt was appointed on the Board of the company as director w.e.f.7th March 2009. He is 39 years of age. He is art 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 a director of Mise En Scene Entertainment Services Private Limited. 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.

2. **Shri Krishan Chander Bajaj**

Shri Krishan Chander Bajaj was appointed on the Board of the Company as director w.e.f.18th May 2007. He is a Law graduate from the University of Punjab. He is a lawyer having more than 44 years of experience in dealing of Legal Matters in Supreme Court of India and other subordinate Courts. He is a 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 5, 6 AND 7 OF THE ACCOMPANYING NOTICE IS 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 recommended and approved by the Remuneration Committee of Board in its meeting held on 31st March, 2011 and the same was considered by the Board of Directors in their meeting, based on the recommendation of the Remuneration Committee and thereafter the same was approved by the Board of Directors also, subject to the approval Central Government and the Shareholders in the ensuing Annual General Meeting of the Company.

The above salary and perquisites are within the limits specified in Schedule –XIII of the Companies Act, 1956. The Board recommends the passing of the resolution for your approval as set out in the Notice. None of the Directors, except Mr. Abhey Kumar Oswal is interested or concerned in the resolution no. 5. The above may 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 recommended and approved by the Remuneration Committee of Board in its meeting held on 31st March, 2011 and the same was considered by the Board of Directors in their meeting, based on the recommendation of the Remuneration Committee and thereafter the same was approved by the Board of Directors also, subject to the approval of the Central Government and the Shareholders in the ensuing Annual General Meeting of the Company.

The above salary and perquisites are within the limits specified in Schedule –XIII. The Board recommends the passing of the resolution for your approval as set out in the Notice. None of the Directors, except Mr. Anil Bhalla is interested or concerned in the resolution no. 6. The above may be treated as compliance under Section 302 of the Companies Act, 1956.

ITEM NO.7

The Company has already exited from the business of fertilizers and had taken up the business of development of Real Estate. The name of the Company does not match activities of Company, therefore, the Company proposes to change the name to "**Oswal Green Tech Ltd".** The availability of this name has already confirmed by the Registrar of the Company, Punjab. The new name will reflect business activities of the Company and, therefore, the Board of Directors recommend that resolution as set out in Item No. 7 of the Company notice to be passed by members as a special resolution.

Copy of the documents as mentioned above is open for inspection at any time during business hours at the registered office of the company up to the date of this meeting.

None of the Director is in any way concerned or interested in this resolution. Directors recommend the resolution for your approval.

By Order of the Board
For OSWAL CHEMICALS & FERTILIZERS LTD

Place: New Delhi
Date : 10.08.2011

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., Share Transfer Agent of the Company at their e-mail id i.e. admin@skylinerta.com