

## OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L24112PB1981PLC031099

Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab)

Corporate Office: 7<sup>th</sup> Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001

Phone: +91-161-5002238; +91-11-23715242; Fax: +91-11-23716276

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

### NOTICE

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting ('AGM') of Oswal Greentech Limited will be held on Thursday, August 8, 2024 at 12.30 P.M. (IST) through video conferencing ("VC")/ other Audio - Visual Means ("OAVM"), for which purpose the registered office of the Company situated at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab) shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

#### ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone IND AS financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.
- To appoint a director in place of Mr. Anil Kumar Bhalla (DIN: 00587533) who retires by rotation and being eligible, seeks reappointment.

#### SPECIAL BUSINESS:

#### 3. Re-appointment of Mrs. Aruna Oswal (DIN: 00988524) as Wholetime 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 to the Companies Act 2013 ("the Act") read with rules made thereunder and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to other necessary approvals as may be required, consent and approval of the members of the Company, be and is hereby accorded for the re-appointment of Mrs. Aruna Oswal (DIN: 00988524), who has attained the age of 70 years, as Wholetime Director and Chairperson of the Company for a term of three years w. e. f June 1, 2025 to May 31, 2027 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Mrs. Aruna Oswal (DIN: 00988524) as mentioned below including perquisites and on the terms and conditions as set out in the letter of appointment.

#### 1. Salary:

Basic Salary	Rs. 15,00,000/- per month (with an annual scale of Rs.1,80,00,000 /-)
Medical Allowance	Rs. 15,00,000/- p.a. as per the rules of the Company
Leave Travel Allowance	Up to one month's basic salary p.a., as per the rules of the 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 the Company's Contribution to Provident Fund, Gratuity payable and Encashment of un-availed leave as per the policy of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of Mrs. Aruna Oswal to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provisions under the Act for the time being in force, provided, however, that the remuneration payable to Mrs. Aruna Oswal shall be within the limits set out in the said Act including the 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 appointment letter issued by the company to Mrs. 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 currency of her appointment as Wholetime Director & Chairperson of the Company, the remuneration set out in the aforesaid letter of appointment be paid or granted to Mrs. 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**4. Appointment of Mrs. Shipra Shroff (DIN: 10630750) as a Non-executive Independent Director**

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, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, Mrs. Shipra Shroff (DIN: 10630750), who was appointed as an Additional and Independent Director on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and whose term of office expires at this ensuing Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and who is eligible for appointment and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for an initial term of 5 (Five) years effective from June 12, 2024 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

**5. To sell, lease or otherwise dispose of the whole or substantially the whole of movable or immovable property 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 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and regulation 37A and other applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to requisite statutory/ regulatory and other approvals, if any, as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall deemed to include any Committee thereof, which the Board may have constituted or hereinafter constituted) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person(s) to sell all or any of the immovable properties and/ or undertaking of the Company to such person(s) which shall include but not be limited to Financial Institution(s) or Bank(s) or Body Corporate(s) or Firm(s) or Trust(s) or such other person(s) as may be identified by the Board of Directors as prospective “Buyer” and on such consideration and other terms and conditions as may be mutually agreed between the Company and prospective buyer.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to finalise, settle and execute such documents, deeds or agreements as may be required and to do all such acts, deeds, matters or things, as it may in its absolute discretion deem necessary, proper or desirable in this regard.”

By the order of the Board  
Oswal Greentech Limited

Sd/-  
Sonali Gupta  
Company Secretary  
M. No.: A36974

Date : June 12, 2024  
Place : New Delhi

**NOTES:**

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) relating to the item no. 3, 4 and 5 to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. Further the relevant details pursuant to regulation 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking re-appointment at AGM are also annexed to the Notice as Annexure-1.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) and EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” and passing of ordinary and special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder, (collectively referred to as “MCA Circulars”) read with SEBI circular nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively, the “said Circular”) has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue.

In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

3. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast votes for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. Further, the route map is not annexed to this Notice.
4. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large shareholders i.e., shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may write to Company at [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com) or to our registrar and share transfer agent at [compliances@skylinerta.com](mailto:compliances@skylinerta.com), for any grievances connected with electronic means.
7. In compliance with the aforesaid Circulars, electronic copies of the Notice of the AGM along with the Annual Report 2023-24 is being sent to all shareholders whose email addresses are registered with the Company/ Depository Participants as on the cut-off date of Thursday, August 1, 2024. The notice calling the AGM has been uploaded on the website of the Company at [www.oswalgreens.com](http://www.oswalgreens.com). The complete Integrated Annual Report is also available at <https://oswalgreens.com/Home/content/Annual-Report/Annual-Report-&-Return>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

However, the shareholders of the Company may request physical copy of the Notice and Annual Report 2023-24 from the Company by sending a request at [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com).

8. The recorded transcript of the forthcoming AGM on Thursday, August 8, 2024 shall also be made available on the website of the Company [www.oswalgreens.com](http://www.oswalgreens.com) as soon as possible after the meeting is over.
9. All documents referred to in the accompanying notice and the explanatory statement can be obtained for inspection by writing to the Company at its email id [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com) till the date of AGM. Further, Shareholders may also write to the Company at its mailing id [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com) for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.
10. The Register of Members and Share Transfer Register will remain closed from Friday, August 2, 2024 to Thursday, August 8, 2024 (both days inclusive).
11. (i) SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after April 01, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 1 2022, any service requests or complaints received from the member, shall not be processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its master circular dated May 7, 2024, has mandated that listed companies shall issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members are requested to get in touch with any DP having registration with SEBI to open a demat account or alternatively contact our registrar and share transfer agent, Skyline Financial Services Private Limited to seek guidance in the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL") for further understanding the demat procedure.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company at <https://oswalgreens.com/Home/content/Downloads/Downloads>, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

- ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

12. Shareholders are requested to follow the process as guided below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the user ID and password:
- a) Physical Shareholding: Members may send an e-mail request to the Company at [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com) or to its RTA - Skyline Financial Services Private Limited at [compliances@skylinerta.com](mailto:compliances@skylinerta.com) along with:
    - (i) copy of the signed request letter mentioning your name, folio number, scanned copy of share certificate, complete address, email address and mobile number, and
    - (ii) scanned copy of self-attested PAN card.
  - b) Demat Shareholding: Members holding shares in dematerialized mode are requested to register/update their email addresses with their relevant Depository Participant.
- In case of any queries/difficulties in registering the e-mail address, Members may write to [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com) or [compliances@skylinerta.com](mailto:compliances@skylinerta.com).
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified.
14. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send a certified copy of the Board resolution/ power of attorney authorising their representatives to attend and vote on their behalf in the meeting by email at [cs@oswalgreens.com](mailto:cs@oswalgreens.com) or [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com).
15. Pursuant to section 72 of the Companies Act, 2013 read with rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in form SH.13.
16. Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at [cs@oswalgreens.com](mailto:cs@oswalgreens.com) till 5 p.m. (IST) on Monday, August 5, 2024.
17. Members who would like to ask questions during the 42nd AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at [cs@oswalgreens.com](mailto:cs@oswalgreens.com) latest by 5 p.m. (IST) on Monday, August 5, 2024.
18. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
19. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
20. The remote e-voting period commences on Monday, August 5, 2024 at 09.00 am (IST) and ends on Wednesday, August 7, 2024 at 05.00 pm (IST).
- (i) Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 1, 2024 may opt for remote e-voting and cast their vote electronically.
  - (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 cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
  - (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Thursday, August 1, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [compliances@skylinerta.com](mailto:compliances@skylinerta.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, August 1, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
  - (iv) Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - (v) Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
  - (vi) At the end of remote e-voting period, the facility shall forthwith be blocked.
21. The Board vide its resolution passed on June 12, 2024 has appointed Mr. Paramnoor Singh, Chartered Accountant in Practice (Membership no. 515572 and Managing Partner of M/s R Arora & Associates, Chartered Accountants, (FRN 005035N) as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast

in favour or against, if any, forthwith to the Chairperson of the Company or any person authorized by her in writing and the results shall be declared by the Chairperson or any person authorized by her thereafter.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.oswalgreens.com](http://www.oswalgreens.com) and on the website of NSDL immediately after the declaration of Results by the Chairperson or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**

The remote e-voting period begins on Monday, August 5, 2024 at 09:00 A.M. (IST) and ends on Wednesday, August 7, 2024 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Thursday, August 1, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, August 1, 2024.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="532 889 1433 1155">1. If you are already registered for NSDL <b>IDeAS</b> facility, please visit the e-Services website of NSDL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="532 1165 1433 1245">2. If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li data-bbox="532 1255 1433 1522">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p data-bbox="532 1528 1433 1608">Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience. NSDL mobile app is available on Apple App Store and Google Play Store.</p> <div data-bbox="725 1628 1233 1701" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b> </div> <div data-bbox="774 1721 930 1850" style="text-align: center;">  </div> <div data-bbox="1037 1721 1193 1850" style="text-align: center;">  </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.

- 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***

1. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:paramnoor.singh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on 022-4886 7000 and 022-2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos.:- +91-22-24994545, +91-22-24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the [cs@oswalgreens.com](mailto:cs@oswalgreens.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to [cs@oswalgreens.com](mailto:cs@oswalgreens.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [cs@oswalgreens.com](mailto:cs@oswalgreens.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@oswalgreens.com](mailto:cs@oswalgreens.com). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 AND ADDITIONAL DISCLOSURE AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

**Item No. 3**

Mrs. Aruna Oswal (DIN: 00988524) was re-appointed as Wholetime Director and Chairperson of the Company for a term of three years w.e.f June 1, 2022 by means of special resolution passed by the members at annual general meeting held September 22, 2021. Accordingly, her present tenure will determine on May 31, 2025.

The Board of Directors of the Company pursuant to the provisions of section 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 ("the Act"), rules made thereunder and all other applicable provisions has further recommended to re-appoint Mrs. Aruna Oswal as Chairperson and Wholetime Director of the Company, for a term of three years w.e.f June 1, 2025 on the terms and remuneration as recommended by the Nomination & Remuneration Committee of Directors, set out hereunder subject to the approval of members of the Company and such other necessary approval(s) as may be required.

In terms of schedule V to the Act, the relevant details are as under:



**I. GENERAL INFORMATION**

- (i) Nature of industry: Real Estate and Investment
- (ii) Date of commencement of commercial production: 2006
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

Financial performance based on given indicators:

Particulars for the financial year ended March 31, 2024	₹ in lakh
Revenue from operations (Gross)	5,560.09
Profit before tax	1,052.67
Tax expense:	
Current:	296.99
Income tax for earlier years:	(189.04)
Deferred:	307.53
Profit after tax	637.19

**II. INFORMATION ABOUT THE APPOINTEE:**

- (i) **Background details:** Mrs. Aruna Oswal (aged 73 years) joined the Board of the Company in April 2016. She holds degree of Master of Arts (English) and has been honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin Madison- USA on humanitarian grounds in August 2018. She has been honoured as a Corona Warrior for her generous support to PM Cares Fund and reached out wherever possible for essentials, basic food & water distribution. She is also associated with Lions India Education Promotional Council, World Council of religion for peace as its Co-president and international trustee, World Jain Confederation as its Vice-President, PHD Family Welfare Foundation, Indian Council for Human Relations and Women Entrepreneur Committee at PHD Chambers. She actively oversees the School of Vocational Training Centre at Ludhiana supported by the Aruna Abhey Oswal Trust.
- (ii) **Past remuneration:** Mrs. Aruna Oswal was re-appointed as Wholetime Director & Chairperson of the Company for a term of three years w.e.f June 1, 2022 by the members at the annual general meeting held on September 22, 2021. During the year 2023-24, she received Rs. 271.40 lakhs as remuneration.
- (iii) **Recognition or awards:** Mrs. Aruna Oswal has been recipient of following awards:
  - (a) highest award of Lions Clubs International- "Ambassador of Goodwill";
  - (b) "Mother Teresa Life Time Achievement Award" by Mother Teresa International Award Committee.
  - (c) "Jain Ratna Award" by the then Prime Minister Honable Shri Atalbihari Bajpai;
  - (d) honoured by the worthy hands of former President Honable Shri Abdul Kalam for her good work for the community;
  - (e) "Woman of Substance" by Smt. Kiran Bedi;
  - (f) honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin, Madison- USA on humanitarian grounds on August 13, 2018;
  - (g) honoured as a Corona Warrior for her generous support to PM Relief fund and reach out wherever possible for essentials & basic food & water distribution.
- (iv) **Job profile and her suitability:** Mrs. Aruna Oswal, Wholetime Director and Chairperson of the Company, is entrusted with substantial powers of management of affairs of the Company under the superintendence, control and direction of the Board of Directors. She has rich and vast experience in managing the affairs of the Company ranging from strategy, performance, corporate affairs, social welfare and business performance of the Company. She has been actively involved in the management affairs since 2016 which have contributed to the growth of the Company. Under her leadership, the Company has grown manifold.

The Company remains committed to excel in the areas of its operations and serve long term interest of all its stakeholders, which includes recruiting and retaining an industry proven management team. The responsibilities of the managerial personnel have increased substantially with the growth of the Company. The Wholetime Director and Chairperson has exemplified her leadership skills in challenging times which enabled the Company to record impressive performance amidst disruptions in economy owing to COVID-19 pandemic. She ensures that all social welfare programmes of the Company aims at upliftment of community by promoting healthcare, education, rural development, livelihood interventions and conservation of natural resources.
- (v) **Remuneration proposed:** The Nomination & Remuneration committee and the Board of Directors of the Company at their respective meetings held on June 12, 2024, approved the terms and remuneration of Mrs. Aruna Oswal as Wholetime Director and Chairperson of the Company for a term of three years commencing June 1, 2025 as under:

**Salary:**

Basic Salary	Rs. 15,00,000/- per month (with an annual scale of Rs.1,80,00,000 /-)
Medical Allowance	Rs. 15,00,000/- 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

**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 Wholetime 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

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The Nomination & Remuneration Committee and the Board of the Company had, while approving and recommending the said remuneration of Mrs. Aruna Oswal took into account the financial position and size of the Company, trend in the real estate industry and other Companies, trends in the managerial remuneration, her qualifications, experience, past performance, past remuneration, profile and responsibilities.

(vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**

Besides the remuneration proposed, Mrs. Aruna Oswal doesn't have any pecuniary relationship directly or indirectly with the Company, except shareholding of 5,15,44,618 equity shares of Rs. 10/- each of the Company. Mrs. Aruna Oswal is not related to any other Director or Managerial Personnel of the Company.

**III. OTHER INFORMATION**

(i) **Reasons of loss or inadequate profits:** The Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also. The Company has accumulated losses incurred during previous years which are being set off annually.

(ii) **Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms:** The Company is continually taking several initiatives in all spheres of its operations to improve the operational performance of the company and profits in measurable terms.

**IV. DISCLOSURES:** Requisite details with respect to the remuneration of Directors and other connected matters are given in the Corporate Governance section of the Annual Report for the financial year 2023-24.

Relevant documents setting out the terms and conditions of the re-appointment of the Wholetime Director and Chairperson of the Company would be available for inspection by the Members at the registered office/ administrative office of the Company on any working day during business hours.

The Board recommends the resolution set forth in the item no. 3 for approval by the Members.

Except Mrs. Aruna Oswal, her relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/ or their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

**Item no. 4**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mrs. Shipra Shroff (DIN: 10630750) as an Additional and Independent Director with effect from June 12, 2024 pursuant to section 149 and 161(1) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In terms of the provisions of section 161(1) of the Companies Act, 2013, Mrs. Shipra Shroff shall hold office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing from Mrs. Shipra Shroff to act as Director of the Company in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified under section 164(1) & 164(2) to act as Director. The Company has also received declaration from her to the effect that she meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Shroff fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The Company has also received notice under section 160 of the Companies Act, 2013 from a member intending to nominate Mrs. Shroff to the office

of Independent Director.

Mrs. Shipra Shroff, being eligible and offering herself for appointment, is proposed to be appointed as a Non-Executive Independent Director of the Company to hold office for a first term of 5 (Five) years effective from June 12, 2024 and shall not be liable to retire by rotation.

Mrs. Shipra Shroff, a graduate from Lady Shree Ram College, Delhi University and holding high school diploma from Delhi Public School, possesses a vast experience of more than 15 years and has navigated diverse roles as an educator and entrepreneur in education and textile industry. Considering her expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mrs. Shipra Shroff would be immensely beneficial for the Company.

Copy of the draft letter for appointment of Mrs. Shipra Shroff as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day till the date of AGM.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on June 12, 2024 has approved the appointment of Mrs. Shipra Shroff as an Independent Director and recommends the special resolution for the approval by the shareholders of the Company.

Except Mrs. Shipra Shroff, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4 of this Notice.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ICSI Secretarial Standard SS-2 are set out in the annexure to the notice.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

**Item No. 5**

As per provisions of section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Accordingly, pursuant to section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the property of the Company.

Below is the disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Particulars	Details
1.	The object of sale of the property and use of proceeds arising from the sale.	The object behind the proposed sale of undertaking(s) of the Company is to raise funds for carrying out operations of the Company, to meet working capital requirements and for general corporate purpose.
2.	Commercial rationale for carrying out the sale	The Company has conducted a thorough review of its strategic objectives and operational priorities and has thereafter determined that the said immovable properties or undertakings that were allocated to the Company for specific purposes, no longer align with the Company's current or future business focus.  Hence, the Company has decided to divest its non-core undertakings with an aim to realign the company's asset base with its current business objectives and ensuring operational efficiency.

Therefore, the Board recommends the resolution as set out at item no. 5 of this notice for your approval as a special resolution.

By the order of the Board  
Oswal Greentech Limited

Date : June 12, 2024  
Place : New Delhi

sd/  
Sonal Gupta  
Company Secretary  
M. No.: A36974

**ANNEXURE-1**

**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:**

<b>Name of Director (DIN)</b>	<b>Mrs. Aruna Oswal (DIN: 00988524)</b>	<b>Mr. Anil Kumar Bhalla (DIN: 00587533)</b>	<b>Mrs. Shipra Shroff (DIN: 10630750)</b>
<b>Category</b>	Executive Director	Executive Director	Non-Executive & Independent Director
<b>Date of Birth</b>	March 31, 1951	December 3, 1949	June 1, 1974
<b>Age (in years)</b>	73 years	74 years	50 years
<b>Qualification</b>	M.A. (English)	Commerce Graduate	Bachelor of Arts
<b>Brief resume of the Director</b>	<p>Mrs. Aruna Oswal is the spouse of Shri Abhey Oswal. She joined the Board of the Company in April 2016 as Chairman &amp; Wholetime Director of the Company. She holds degree of Master of Arts (English). She has been honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin Madison-USA on humanitarian grounds in August 2018. Recently she has been honoured as a Corona Warrior for her generous support to PM Relief Fund and reached out wherever possible for essentials, basic food &amp; water distribution.</p> <p>She is also associated with Lions India Education Promotional Council, Follow your Dreams Foundation India World Council of religion for peace as its Co-president and international trustee, World Jain Confederation as its Vice-President, PHD Family Welfare Foundation, Indian Council for Human Relations, Women Entrepreneur Committee at PHD Chambers. She actively oversees the School of Vocational Training Centre at Ludhiana supported by the Aruna Abhey Oswal Trust.</p>	<p>Mr. Anil Kumar Bhalla, a commerce graduate, is associated with the Oswal Group since more than 3 decades and his proactive involvement in the affairs of the Company and immense knowledge about real estate sector has played a significant role in the growth of the Company over the last 3 decades. He holds the position of Managing Director &amp; Chief Executive Officer of Oswal Greentech Limited.</p> <p>As Chief Executive Officer, Mr. Anil Kumar Bhalla is responsible for maximising the entity's value including revenues, market share, share price etc. and to oversee the operations in all departments and making sure that the long term roles of the Company are realised.</p>	<p>Mrs. Shipra Shroff, a graduate from Lady Shree Ram College, Delhi University and holding high school diploma from Delhi Public School, possesses a vast experience of more than 15 years and has navigated diverse roles as an educator and entrepreneur in education and textile industry.</p>
<b>Skills and capabilities required for the role and the manner in which proposed person meets such requirements</b>	<p>Mrs. Aruna Oswal possesses following capabilities:</p> <ol style="list-style-type: none"> <li>Business Leadership</li> <li>Sector Expertise</li> <li>Market expertise</li> <li>Human resource management</li> <li>Governance, Finance &amp; risk management expertise</li> <li>Basic understanding of finance &amp; risk management.</li> </ol>	<p>Mr. Anil Kumar Bhalla possesses following capabilities:</p> <ol style="list-style-type: none"> <li>Business Leadership</li> <li>Sector Expertise</li> <li>Market expertise</li> <li>Human resource management</li> <li>Governance, Finance &amp; risk management expertise</li> <li>Basic understanding of finance &amp; risk</li> </ol>	<p>Mrs. Shipra Shroff possesses following capabilities:</p> <ol style="list-style-type: none"> <li>Business Leadership</li> <li>Market Expertise</li> <li>Governance</li> <li>Basic understanding of finance and risk</li> </ol>
<b>Date of first appointment on the Board</b>	April 2, 2016	August 17, 1989	June 12, 2024
<b>Relationship with Directors &amp; KMP's</b>	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company

<b>Expertise in specific functional area</b>	Commercial & Administrative	Commercial & Administrative	Commercial & Administrative
<b>Details of Board/ Committee meetings attended by the Directors during the year</b>	Board Meeting: 3 Committee Meeting: 1	Board Meeting: 4 Committee Meeting: 23	None <i>(appointed after March 31, 2024)</i>
<b>Listed entities from which the person has resigned in the past three years</b>	None	None	None
<b>Terms &amp; conditions of appointment</b>	Re-appointed in terms of section 196, 197, 198, 203 read with Schedule V to the Companies Act 2013.	Re-appointed in terms of section 196, 197, 198, 203 read with Schedule V to the Companies Act 2013.	Appointed as additional director (Non-executive & Independent) of the Company w.e.f June 12, 2024 and shall be re-appointed as a Non-executive Independent Director of the Company at the ensuing AGM.
<b>Remuneration/ sitting fees last drawn (FY 2023-24)</b>	During the year, remuneration withdrawn by her was Rs. 271.40 Lakhs.	During the year, remuneration withdrawn by him was Rs. 322 Lakhs.	NIL <i>(appointed after March 31, 2024)</i>
<b>Directorships in other companies</b>	Oswal Agro Mills Limited	Oswal Agro Mills Limited	None
<b>Name of committees of the Companies of which he/ she holds chairman/ membership</b>	<b>Oswal Greentech Limited:</b> Corporate Social Responsibility Committee (till March 31, 2024) <b>Oswal Agro Mills Limited:</b> (i) Audit Committee (ii) Nomination & Remuneration Committee (iii) Corporate Social Responsibility Committee (till March 31, 2024)	<b>Oswal Greentech Limited:</b> (i) Stakeholders Relationship Committee (ii) Risk Management Committee (iii) Corporate Social Responsibility Committee <b>Oswal Agro Mills Limited:</b> (i) Stakeholders Relationship Committee (ii) Corporate Social Responsibility Committee	None
<b>No. of equity shares held</b>	5,15,44,618 equity shares	NIL	NIL