OSWAL GREENTECH LIMITED

CIN: L24112PB1981PLC031099
Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana, Punjab – 141003
Corporate Office: 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi – 110001
Tel: +91-161-5002238 | Website: www.oswalgreens.com | E-mail: cs@oswalgreens.com

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of Oswal Greentech Limited ("**the Company**") as an **Ordinary Resolution** through postal ballot, only by way of remote electronic voting ("**e-voting**"). This Notice is issued pursuant to Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Management and Administration) Rules, 2014 ("**the Rules**"); the General Circulars issued by the Ministry of Corporate Affairs ("**MCA**"), including General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively, the "**MCA Circulars**"); Regulations 23 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"); the SEBI Master Circular dated January 30, 2026 read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("**RPT Industry Standards**"); and the Secretarial Standard on General Meetings ("**SS-2**"), each as amended.

S. No.	Description of Resolution	Type of Resolution
1.	Approval of Material Related Party Transactions with Oswal Greentech Real Estate Development L.L.C, Dubai, UAE, a subsidiary of the Company, and with Mr. Shael Oswal, for an Overall Limit of AED 100 million	Ordinary

The Explanatory Statement under Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the resolution, together with the information required under the RPT Industry Standards, forms part of this Notice.

In compliance with the MCA Circulars and Regulation 44 of the Listing Regulations, this Notice is being sent only by e-mail to Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("**RTA**") / Depository Participants ("**DPs**"), and voting is restricted to e-voting only. Physical copies of the Notice and postal ballot forms are not being sent.

The Board of Directors has appointed M/s Anuj Gupta & Associates, Practising Company Secretaries (FRN: S2015DE314800), represented by Mr. Anuj Gupta, Membership No. A31025, as the Scrutinizer ("**Scrutinizer**") to conduct the postal ballot / e-voting process in a fair and transparent manner. The Company has engaged National Securities Depository Limited ("**NSDL**") to provide the e-voting facility.

Key dates

Cut-off date for eligibility to vote	30.10.2026 (Friday)
Commencement of e-voting	09:00 A.M. (IST) on 07.11.2026 (Saturday)
Conclusion of e-voting	05:00 P.M. (IST) on 06.12.2026 (Sunday)
Declaration of results	on or before 08.12.2026 (within two working days of conclusion of e-voting)
EVEN (E-Voting Event Number)	143422

The e-voting module will be disabled by NSDL after 05:00 P.M. (IST) on 06.12.2026 (Sunday). If approved by the requisite majority, the resolution shall be deemed to have been passed on the last date of e-voting, i.e. 06.12.2026.

SPECIAL BUSINESS

ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH OSWAL GREENTECH REAL ESTATE DEVELOPMENT L.L.C, DUBAI, A SUBSIDIARY OF THE COMPANY, AND WITH MR. SHAEL OSWAL, FOR AN OVERALL LIMIT OF AED 100 MILLION

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulations 2(1)(zb), 2(1)(zc) and 23 read with Schedule XII and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); Section 177 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder; the SEBI Master Circular dated January 30, 2026 read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"; the Foreign Exchange Management Act, 1999 read with the Foreign Exchange Management (Overseas Investment) Rules, 2022 and the regulations and directions issued thereunder; the Memorandum and Articles of Association of the Company; and the Company's Policy on Materiality of and Dealing with Related Party Transactions, each as amended, and on the basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company ("the Board", which term shall include any Committee thereof), the approval of the Members be and is hereby accorded to the following material related party transactions in relation to **Oswal Greentech Real Estate Development L.L.C**, Dubai, United Arab Emirates ("OGRED"), a subsidiary of the Company, for an aggregate amount **not exceeding AED 10,00,00,000 (UAE Dirham One Hundred Million only)** ("the Overall Limit"):

(a) subscription by the Company, for cash, in one or more tranches, to equity shares of AED 1,000 each of OGRED, comprising an initial subscription to **38,000 equity shares at par aggregating to AED 3,80,00,000** (95% of the initial share capital of OGRED), and further subscription(s) to equity shares of OGRED in proportion to its shareholding, together with any entitlement not subscribed by Mr. Shael Oswal; and

(b) issue and allotment by OGRED to **Mr. Shael Oswal (DIN: 00256956)**, Vice-Chairperson & Non-Executive Director and a member of the Promoter Group of the Company and a related party, of equity shares of AED 1,000 each, for cash, comprising an initial allotment of **2,000 equity shares at par aggregating to AED 20,00,000** (5% of the initial share capital of OGRED), and further allotment(s), at his option, in proportion to his shareholding, at the same price and on the same terms as the equity shares issued to the Company at the same time;

such that the aggregate equity share capital of OGRED subscribed by the Company and Mr. Shael

Oswal together, including the initial subscription, shall not exceed the Overall Limit, and on the other terms set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT if Mr. Shael Oswal does not subscribe to his proportionate entitlement in any further issue of equity shares by OGRED, such entitlement may be subscribed by the Company within the Overall Limit, and his percentage shareholding in OGRED shall stand diluted accordingly.

RESOLVED FURTHER THAT the Overall Limit is denominated in UAE Dirham (AED). The Indian Rupee equivalent of the amounts remitted may increase or decrease on account of fluctuation in the exchange rate between AED and the Indian Rupee, and any such variation shall be within the scope of this approval, provided that the Overall Limit in AED is not exceeded.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the timing, amount and number of tranches of the subscription(s) within the Overall Limit; to exercise the rights of the Company as the holding company of OGRED; to complete all formalities and reporting with the Authorised Dealer bank and the Reserve Bank of India under the overseas investment framework; to execute all documents, agreements and instruments; to make the requisite disclosures to the Stock Exchanges; to settle any question, difficulty or doubt that may arise; to delegate all or any of these powers to any Director(s), Key Managerial Personnel or officer(s) of the Company; and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by it in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects."

BY ORDER OF THE BOARD OF DIRECTORS
For OSWAL GREENTECH LIMITED
Sd/-
HARSHENDRA MANDLOI
Company Secretary & Compliance Officer
M. No.: A81271

Date: 04.11.2026
Place: New Delhi
Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana, Punjab – 141003

NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts relating to the resolution, together with the information required under Regulation 23 of the Listing Regulations and the RPT Industry Standards, is annexed to this Notice.
2. The Notice is being sent by e-mail to Members whose names appear in the Register of Members / List of Beneficial Owners received from NSDL and Central Depository Services (India) Limited ("**CDSL**") as on 30.10.2026 (Friday) ("**Cut-off Date**"), and whose e-mail addresses are registered with the Company / RTA / DPs. Voting rights shall be reckoned on the paid-up value of shares held by Members as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is also available on the website of the Company (www.oswalgreens.com), the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and the website of NSDL (www.evoting.nsdl.com).
4. The e-voting period commences at 09:00 A.M. (IST) on 07.11.2026 (Saturday) and ends at 05:00 P.M. (IST) on 06.12.2026 (Sunday). Once a vote on the resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.
5. **Voting by related parties:** In terms of Regulation 23(4) of the Listing Regulations, no related party of the Company shall vote to approve the resolution, whether or not the entity is a related party to the particular transaction. Accordingly, the promoters and members of the promoter group, including Mrs. Aruna Oswal, Mr. Shael Oswal and Oswal Agro Mills Limited, shall not vote in favour of the resolution, and any such vote cast in favour will not be counted by the Scrutinizer.
6. Members who have not registered their e-mail address may do so as follows: Members holding shares in demat mode, with their DP; Members holding shares in physical mode, by writing to the RTA, Skyline Financial Services Private Limited (compliances@skylinerta.com), or to the Company (cs@oswalgreens.com), with Folio No., name, a scanned copy of the share certificate (front and back) and self-attested copies of PAN and Aadhaar.
7. The Scrutinizer will submit the report to the Chairperson of the Company or any other person authorised by the Board. The result of the postal ballot will be announced on or before 08.12.2026, displayed on the website of the Company and of NSDL, and communicated to the Stock Exchanges, the Depositories and the RTA.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting, i.e. 06.12.2026, as if it had been passed at a general meeting of the Members.
9. All documents referred to in this Notice will be available for electronic inspection without any fee from the date of dispatch of this Notice until the last date of e-voting. Members may write to cs@oswalgreens.com mentioning their name and DP ID–Client ID / Folio No.
10. Pursuant to Rule 22(3) of the Rules, an advertisement about the dispatch of this Notice will be published in one English newspaper and one Punjabi newspaper, each having wide circulation in the district in which the Registered Office of the Company is situated.

INSTRUCTIONS FOR REMOTE E-VOTING

The way to vote electronically on the NSDL e-Voting system consists of two steps

Step 1: Access to the NSDL e-Voting system

A) Individual shareholders holding securities in demat mode. In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with the Depositories and DPs. Shareholders should update their mobile number and e-mail ID in their demat accounts to access the e-voting facility.

Type of shareholder	Login method
Individual shareholders holding securities in demat mode with **NSDL**	1. Existing IDeAS users: visit https://eservices.nsdl.com, click on "Beneficial Owner" under "Login" in the IDeAS section, enter User ID and Password, and click on "Access to e-Voting". Click on the company name or NSDL to cast your vote. 2. Not registered for IDeAS: register at https://eservices.nsdl.com by selecting "Register Online for IDeAS Portal", or at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Alternatively, visit https://www.evoting.nsdl.com, click on "Login" under "Shareholder/Member", and enter your 16-digit demat account number,
Individual shareholders holding securities in demat mode with **CDSL**	1. Users of CDSL Easi / Easiest can log in at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ("My Easi New (Token)"), and click on NSDL in the e-Voting menu. 2. Not registered: register at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 3. Alternatively, access the e-Voting page from www.cdslindia.com by entering
	your demat account number and PAN; an OTP will be sent to your registered mobile number and e-mail ID. Password/OTP and the verification code. 4. Shareholders may also use the NSDL Mobile App "NSDL Speede" (Apple App Store / Google Play Store).
Individual shareholders logging in through their **DPs**	Log in to your demat account through your DP registered with NSDL / CDSL, click on the e-Voting option, and you will be redirected to the NSDL / CDSL site. Click on the company name or NSDL to cast your vote.

Helpdesk for technical issues	Contact
Demat holders with NSDL	evoting@nsdl.com or 022 - 4886 7000
Demat holders with CDSL	helpdesk.evoting@cdslindia.com or toll-free 1800 21 09911

B) Shareholders other than individuals holding in demat mode, and shareholders holding in physical mode.

1. Visit https://www.evoting.nsdl.com and click on "Login" under the "Shareholder/Member" section.
2. Enter your User ID, Password/OTP and the verification code. Your User ID is: (a) NSDL demat – 8-character DP ID followed by 8-digit Client ID; (b) CDSL demat – 16-digit Beneficiary ID; (c) physical – EVEN followed by the Folio Number.
3. First-time users should use the initial password in the e-mail from NSDL. The attached PDF is protected by your 8-digit Client ID (NSDL), the last 8 digits of your Client ID (CDSL), or your Folio Number (physical). You will be asked to change the password on first login.

4. If you have forgotten your password, use "Forgot User Details/Password?" or "Physical User Reset Password?" at www.evoting.nsdl.com, or write to evoting@nsdl.com with your demat account / folio number, PAN, name and registered address.

5. Tick "Agree to Terms and Conditions" and click on "Login".

Step 2: Cast your vote electronically

1. After login, the EVENs of all companies in which you hold shares and whose voting cycle is active will be displayed.

2. Select the EVEN of Oswal Greentech Limited, i.e. 143422.

3. Cast your vote by selecting "Assent" or "Dissent", verify / modify the number of shares, and click on "Submit" and then "Confirm".

4. The message "Vote cast successfully" will be displayed. Once confirmed, the vote cannot be modified.

General guidelines

1. Institutional shareholders (other than individuals, HUF, NRIs, etc.) should send a scanned copy (PDF/JPG) of the Board resolution / authority letter, with attested specimen signature(s), to the Scrutinizer at csanujgupta@gmail.com with a copy to evoting@nsdl.com and cs@oswalgreens.com, or upload it in the "e-Voting" tab of their login.

2. Keep your password confidential. Login will be disabled after five unsuccessful attempts; reset the password using the options on www.evoting.nsdl.com.

3. For queries, refer to the FAQs and e-voting user manual in the download section of www.evoting.nsdl.com, call 022 - 4886 7000, or write to Ms. Apeksha Gojamgunde at evoting@nsdl.com.

Members whose e-mail IDs are not registered may obtain the User ID and password by sending the details listed in Note 6 to cs@oswalgreens.com or evoting@nsdl.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 Aadhar Card) by email to 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 Aadhar Card) to cs@oswalgreens.com . If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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 in order to access e-Voting facility.

EXPLANATORY STATEMENT

Pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations

1. Background

The Company is engaged primarily in real estate development and construction. To extend this business to the UAE and the GCC region, the Board of Directors, at its meeting held on 22.06.2026, approved the incorporation of a subsidiary in Dubai and an initial investment in its share capital. The Department of Economy and Tourism, Government of Dubai, has since approved the incorporation of **Oswal Greentech Real Estate Development L.L.C** ("**OGRED**"), with its registered address at Office 63, Al Murar, Deira, Dubai, UAE. The Company informed the Stock Exchanges of the incorporation on 27.10.2026 under Regulation 30 of the Listing Regulations.

2. The proposed transactions and the Overall Limit

OGRED is to be capitalised initially with AED 4,00,00,000 (40,000 equity shares of AED 1,000 each), subscribed at par in the ratio 95:5 by the Company and Mr. Shael Oswal. As its projects progress, OGRED will raise further equity in tranches, offered to both shareholders in proportion to their shareholding, up to an aggregate of **AED 10,00,00,000 (AED 100 million)** ("**Overall Limit**"). If Mr. Shael Oswal does not take up his proportionate entitlement in any further issue, the Company may subscribe to it, and his percentage holding will be diluted accordingly. The resulting shareholding is illustrated below:

Stage	Oswal Greentech Limited	Mr. Shael Oswal
Initial (AED 4,00,00,000)	38,000 shares AED 3,80,00,000 95%	2,000 shares AED 20,00,000 5%
At Overall Limit – Mr. Oswal subscribes pro rata	95,000 shares AED 9,50,00,000 95%	5,000 shares AED 50,00,000 5%

Both limbs form part of a single capitalisation of OGRED and are therefore placed before the Members as one resolution:

(a) the subscription by the Company to equity shares of OGRED, a subsidiary and related party of the Company; and

(b) the issue and allotment of equity shares by OGRED to Mr. Shael Oswal, a Director and member of the Promoter Group of the Company and a related party.

3. Why the approval of the Members is required

Because Mr. Shael Oswal holds shares in OGRED, OGRED is **not a wholly-owned subsidiary**. The exemption in Regulation 23(5)(b) of the Listing Regulations for transactions between a listed holding company and its wholly-owned subsidiary is therefore not available.

Under Regulation 23(1) read with Schedule XII of the Listing Regulations, a transaction with a related party is material for a listed entity with annual consolidated turnover up to ₹20,000 crore if it exceeds 10% of that turnover. The Company had no subsidiary in FY 2025-26, so its annual consolidated turnover for that year equals its revenue from operations of ₹3,680.69 lakh, giving a materiality threshold of ₹368.07 lakh.

Limb (a) exceeds this threshold. Limb (b) is a transaction of a newly incorporated subsidiary with a related party of the Company. Its value exceeds both 10% of OGRED's paid-up share capital and securities premium and the Company's materiality threshold. It therefore requires the approval of the Company's Audit Committee under the second proviso to Regulation 23(2) and is also a material related party transaction. Both limbs accordingly require prior approval of the Members by way of an Ordinary Resolution under Regulation 23(4).

4. Currency of the Overall Limit

The Overall Limit is fixed in UAE Dirham (AED). For the information of Members, the indicative exchange rate is **AED 1 = ₹25.92** at which the Overall Limit of AED 10,00,00,000 is equivalent to approximately **₹259.20 crore**.

The Indian Rupee equivalent of the amounts actually remitted may increase or decrease slightly on account of fluctuation in the AED–INR exchange rate. Any such variation is within the scope of the approval sought, provided the Overall Limit in AED is not exceeded. Percentages of turnover stated in this Statement are computed at the above indicative rate.

5. Approvals of the Audit Committee and the Board

The management placed the information required under the RPT Industry Standards before the Audit Committee, together with a certificate from the Whole-time Director and the Chief Financial Officer confirming that the proposed transactions are in the interest of the Company. The Audit Committee, at its meeting held on 04.11.2026, reviewed the certificate and approved the transactions, with only its members who are Independent Directors voting.

The Board of Directors, at its meeting held on 04.11.2026, on the recommendation of the Audit Committee, approved the transactions and recommends the Ordinary Resolution at Item No. 1 for approval of the Members. Mr. Shael Oswal and Mrs. Aruna Oswal, being interested, did not participated in the discussion or voting on this item.

6. Other statutory confirmations

Companies Act, 2013: the Company's investment is within the limits under Section 186(2) of the Act and has been approved by the Board under Sections 179(3)(e) and 186(5); a special resolution under Section 186(3) is therefore not required.

FEMA: the investment is under the automatic route of the Foreign Exchange Management (Overseas Investment) Rules, 2022.

Valuation and redaction: no valuation or other external report has been obtained, as the shares are subscribed at par on incorporation. No information has been redacted from the disclosures in this Statement.

7. Information under the RPT Industry Standards

The information required under the RPT Industry Standards for both limbs of the resolution is set out in the **Annexure** to this Statement.

8. Interest of Directors and Key Managerial Personnel

Mr. Shael Oswal, Vice-Chairperson & Non-Executive Director, is interested in the resolution as a shareholder and the Manager of OGRED, and as the counter-party to limb (b). Mrs. Aruna Oswal, Chairperson & Whole-time Director, is deemed to be interested as his relative (mother). Their relatives may also be deemed interested to the extent of their shareholding in the Company, if any.

Pursuant to the proviso to Section 102(2) of the Act, Mr. Shael Oswal holds 2,000 equity shares of AED 1,000 each, representing 5% of the initial share capital of OGRED. Save as aforesaid, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

In terms of Regulation 23(4) of the Listing Regulations, no related party of the Company shall vote to approve the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval of the Members.

ANNEXURE TO THE EXPLANATORY STATEMENT

Information under the RPT Industry Standards (SEBI Circular dated June 26, 2025, read with the SEBI Master Circular dated January 30, 2026) – Item No. 1

S. No.	Particulars of the information	(a) Subscription by the Company in OGRED	(b) Issue of shares by OGRED to Mr. Shael Oswal
PART A – A(1). Basic details of the related party			
1.	Name of the related party	Oswal Greentech Real Estate Development L.L.C ("OGRED")	Mr. Shael Oswal (DIN: 00256956)
2.	Country of incorporation of the related party	United Arab Emirates (Dubai) – Limited Liability Company licensed by the Department of Economy and Tourism, Government of Dubai (Licence No. 1661705)	Not Applicable (individual)
3.	Nature of business of the related party	Real estate development, including development of land and residential and commercial projects in the UAE and the GCC region. Incorporated but yet to commence operations.	Not Applicable (individual). Vice-Chairperson & Non-Executive Director of the Company.
A(2). Relationship and ownership of the related party			
1.	Relationship between the listed entity / subsidiary and the related party, including nature of its concern (financial or otherwise)	Subsidiary of the Company and hence a related party. Mr. Shael Oswal, a Director and member of the Promoter Group of the Company, holds 5% of its initial share capital and is its Manager.	Director (Vice-Chairperson) and member of the Promoter Group of the Company; shareholder and Manager of OGRED; son of Mrs. Aruna Oswal, Chairperson & Whole-time Director of the Company.
2.	Shareholding of the listed entity / subsidiary, whether direct or indirect, in the related party	Company: 95% of the initial share capital (direct).	Not Applicable (individual)
3.	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	37,60,000 equity shares of ₹10 each in the Company.
A(3). Details of previous transactions with the related party			
1.	Total amount of all transactions undertaken by the listed entity or its subsidiary with the related party during the last financial year (FY 2025-26)	Nil – OGRED was incorporated in FY 2026-27	Nil
2.	Total amount of all transactions undertaken in the current financial year up to the quarter preceding the quarter of approval (i.e. up to 30.09.2026)	Nil	Nil
3.	Any default by the related party on an obligation under a transaction with the listed entity or its subsidiary during the last financial year	Not Applicable	None

S. No.	Particulars of the information	(a) Subscription by the Company in OGRED	(b) Issue of shares by OGRED to Mr. Shael Oswal
A(4). Amount of the proposed transaction(s)			
1.	Amount of the proposed transaction(s) being placed for approval	Initial: AED 3,80,00,000 (38,000 equity shares). Further: proportionate subscription(s), including any entitlement not taken up by Mr. Shael Oswal. Maximum: AED 9,80,00,000.	Initial: AED 20,00,000 (2,000 equity shares). Further: proportionate subscription(s), at his option. Maximum: AED 50,00,000.
	Overall Limit for transactions (a) and (b) together	AED 10,00,00,000 (AED One Hundred Million) – see Note A for the indicative Indian Rupee equivalent	
2.	Whether the proposed transaction(s), taken together with transactions in the current financial year, would render it a material RPT	Yes	Yes
3.	Value of the proposed transaction(s) as a percentage of the listed entity's annual consolidated turnover for FY 2025-26.	NA	NA
	Overall Limit as a percentage of the said turnover	NA	
4.	Value as a percentage of the subsidiary's annual standalone turnover (where the subsidiary is a party)	Not Applicable – the listed entity is a party	Not Applicable – OGRED has no turnover. For a newly incorporated subsidiary, the value exceeds 10% of OGRED's paid-up capital and securities premium as well as the Company's materiality threshold.
5.	Value as a percentage of the related party's annual consolidated turnover for the preceding financial year	Not Applicable – newly incorporated	Not Applicable – individual
6.	Financial performance of the related party for the preceding financial year (turnover, PAT, net worth)	Not Applicable – no financial year completed	Not Applicable – individual
A(5). Basic details of the proposed transaction(s)			
1.	Specific type of the proposed transaction	Investment – subscription to equity shares of a subsidiary	Issue and allotment of equity shares by the subsidiary to a related party, for cash
2.	Details of each type of the proposed transaction	Subscription for cash, through banking channels, by way of Overseas Direct Investment, to 38,000 equity shares of AED 1,000 each at par initially, and thereafter to further equity shares in proportion to its shareholding (and to any entitlement not taken up by Mr. Shael Oswal), within the Overall Limit.	2,000 equity shares of AED 1,000 each at par initially, and thereafter further equity shares in proportion to his shareholding, at his option, at the same price and on the same terms as shares issued to the Company at the same time, within the Overall Limit.
3.	Tenure of the proposed transaction	In one or more tranches within 36 (Thirty Six) months from the date of approval of the Members	

S. No.	Particulars of the information	(a) Subscription by the Company in OGRED	(b) Issue of shares by OGRED to Mr. Shael Oswal
4.	Whether omnibus approval is being sought	No	
5.	Value of the proposed transaction during a financial year (with year-wise break-up, if spread over more than one year)	FY 2026-27: initial AED 3,80,00,000. Balance, if any, in FY 2026-27 / 2027-28 or 2028-29	FY 2026-27: initial AED 20,00,000.
6.	Justification as to why the RPT is in the interest of the listed entity	Enables the Company to extend its core real estate development business to the UAE and GCC markets through a controlled subsidiary. Capital is deployed in tranches as projects require, rather than all at once. Subscription is at par and on terms identical to the other shareholder; the Company retains at least 95% and full control, and OGRED will be consolidated.	The Promoter's co-investment aligns his interest with the success of the venture. No preferential price, right or benefit is extended to him, and his holding cannot exceed 5%. The Company does not fund his subscription, directly or indirectly.
7.	Promoter(s) / Director(s) / KMP of the listed entity interested in the transaction, directly or indirectly	Mr. Shael Oswal – directly interested as shareholder and Manager of OGRED. Mrs. Aruna Oswal – interested as his relative (mother).	Mr. Shael Oswal – counter-party. Mrs. Aruna Oswal – interested as his relative (mother).
	Shareholding of such Director / KMP, direct or indirect, in the related party	Mr. Shael Oswal – 2,000 equity shares (5% of the initial share capital). Mrs. Aruna Oswal – Nil.	Not Applicable – related party is an individual
8.	Valuation or other external party report, if any	Not Applicable – subscription at par on incorporation; no valuation or other external report has been obtained or relied upon. Accordingly, no web-link or QR code is provided.	
9.	Other information relevant for decision making	See Notes A to D below this table.	
PART B – B(3). Transactions relating to investment by the listed entity or its subsidiary (applicable to limb (a))			
1.	Source of funds	Own funds / internal accruals of the Company	Not Applicable
2.	Financial indebtedness incurred to make the investment (nature, cost, tenure, other details)	Not Applicable – no indebtedness is being incurred	Not Applicable
3.	Purpose for which the funds will be utilised by the investee	Acquisition of land / development rights and development of residential and commercial real estate projects in the UAE and GCC region, including construction, working capital, licensing and set-up costs	Not Applicable
4.	Material terms of the proposed investment	Equity shares of AED 1,000 each, in cash, in one or more tranches; initial 38,000 shares at par; further shares at par or at such price as may be determined in accordance with applicable law; within the Overall Limit	Not Applicable

S. No.	Particulars of the information	(a) Subscription by the Company in OGRED	(b) Issue of shares by OGRED to Mr. Shael Oswal
PART C – C(2). Material RPT relating to investment (applicable to limb (a))			
1.	Latest credit rating of the related party	Not Applicable – investment in equity shares	Not Applicable
2.	Regulatory approvals required and whether obtained	Automatic route under the Foreign Exchange Management (Overseas Investment) Rules, 2022; financial commitment within 400% of the Company's net worth. Form ODI reporting and Unique Identification Number through the Authorised Dealer bank before / at the first remittance. Incorporation approved by the Department of Economy and Tourism, Government of Dubai.	Not Applicable to the Company.

Notes to the Annexure

Note A – Proportionate subscription and dilution: Further issues by OGRED will be offered to the Company and Mr. Shael Oswal in proportion to their shareholding. If Mr. Shael Oswal does not subscribe to his entitlement, the Company may subscribe to it within the Overall Limit, and his percentage holding will be diluted accordingly. At the Overall Limit, his holding will be between 2% and 5%, and the Company's between 95% and 98%.

Note B – Currency: amounts are stated in AED. The indicative Indian Rupee equivalent, and the effect of exchange rate fluctuation, are explained in paragraph 4 of the Explanatory Statement.

Note C – Funding by Mr. Shael Oswal: Mr. Shael Oswal will pay for his shares from his own funds and remit them in compliance with applicable framework. The Company is not funding his subscription, directly or indirectly. He does not / shall not draw any remuneration from OGRED as its Manager.

Note D – Certificate: the Audit Committee has reviewed the certificate of the Whole-time Director and the Chief Financial Officer confirming that the transactions are in the interest of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

For OSWAL GREENTECH LIMITED

Sd/-

HARSHENDRA MANDLOI

Company Secretary & Compliance Officer

M. No.: A81271

Date: 04.11.2026

Place: New Delhi

Registered Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana, Punjab – 141003