

OGL/ND/2021

August 31, 2021

Electronic Filing

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Dalal Street, Fort,  
Mumbai-400 001  
Email id: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Scrip Code No.: 539290

National Stock Exchange of India Ltd.  
"Exchange Plaza" Bandra-Kurla Complex,  
Bandra (E),  
Mumbai-400 051  
Email id: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)  
Scrip Code: BINDALAGRO

Subject: Notice of the 39<sup>th</sup> Annual General Meeting of the Company, Closure of Register of Members and Share Transfer Books

Dear Sir/ Madam,

We hereby inform you that the 39<sup>th</sup> Annual General Meeting ("AGM") of Oswal Greentech Limited ("the Company") will be held on Wednesday, September 22, 2021 at 12.30 P.M. through Video Conferencing/ Other Audio-Visual Means to transact the businesses as set out in the notice of 39<sup>th</sup> AGM.

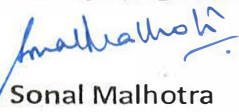
The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 16, 2021 to Wednesday, September 22, 2021 (both days inclusive) for the purpose of Annual General Meeting as per the provisions of Section 91 of the Companies Act, 2013 read with Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

Further, we wish to inform that the remote e-voting period for the 39<sup>th</sup> AGM commences on Sunday, September 19, 2021 at 9.00 a.m. and ends on Tuesday, September 21, 2021 at 5.00 p.m. (both days inclusive). During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Wednesday, September 15, 2021, can cast their votes in the manner and process set out in the notice of the AGM.

Request you to please take the same on record.

Thanking you,

Yours faithfully,  
For Oswal Greentech Limited

  
Sonal Malhotra  
Company Secretary & Compliance Officer

Encl: A/a

**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:** +91-161-2544238; +91-11-23715242; **Fax:** +91-11-23716276**Website:** www.oswalgreens.com, **E-mail:** oswal@oswalgreens.com**NOTICE**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting (AGM) of Oswal Greentech Limited will be held on Wednesday, September 22, 2021 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:**

1. To receive, consider and adopt the audited standalone IND AS financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Aruna Oswal (DIN: 00988524) who retires by rotation and being eligible, seeks re-appointment.

**SPECIAL BUSINESS:****3. Appointment of Mrs. Shikha Jain (DIN: 02615074) as a Non-executive Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 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. Shikha Jain (DIN: 02615074), 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 February 5, 2021 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."

**4. Appointment of Mr. Akhil Bansal (DIN: 07398573) as a Non-executive Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 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 Mr. Akhil Bansal (DIN: 07398573), 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 August 13, 2021 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. Re-appointment of Dr. Aruna Oswal (DIN 00988524) as Wholtime 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") and 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 Dr. Aruna Oswal (DIN 00988524), who has attained the age of 70 years, as Whole-time Director and Chairperson of the Company for a term of three years w. e. f June 1, 2022 to May 31, 2025 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Dr. Aruna Oswal (DIN 00988524) as mentioned below including perquisites and on the terms and conditions as set out in letter of appointment.

**1. Salary:**

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

**2. Perquisites:**

Accommodation	Rent free accommodation at No. 3 Tilak Marg, New Delhi along with reimbursement of other household facilities
Insurance	Accidental & Health Insurance Policy as per the Rules of the Company
Car	Car with chauffeur
Club membership	Club membership for official purpose
Entertainment expenses	Reimbursement of actual official entertainment expenses
PF, Gratuity etc.	The Whole time Director shall be entitled to Company's contribution to provident fund, gratuity payable and encashment of un-availed leave as per the policy of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of Dr. 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 Dr. 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 Dr. Aruna Oswal shall be suitably modified to give effect to such variation or increase as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the currency of her appointment as Whole Time Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Dr. Aruna Oswal as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

**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."

By the order of the Board  
For OSWAL GREENTECH LIMITED

Sonal Malhotra  
Company Secretary  
M. No.: A36974

Date : August 25, 2021  
Place : New Delhi

**NOTES:**

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Annual General Meeting ("AGM") is annexed hereto. The Board of Directors have considered and decided to include the item no. 3, 4 and 5 given above as special business in the forthcoming AGM, as they are unavoidable in nature.
- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 10/2021, 14/2020 and 17/2020 dated June 23, 2021, April 8, 2020 and April 13, 2020 respectively, 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", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/OAVM.
- 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 vote 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 relevant details, pursuant to regulation 36(3) of the SEBI (Listing Obligations and 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 this AGM are also annexed to this Notice.
5. 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.
6. The attendance of the members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), 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.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The notice calling the AGM has been uploaded on the website of the Company at [www.oswalgreens.com](http://www.oswalgreens.com) under the Notice of General Meetings tab under the Investor Relations section. The complete Integrated Annual Report is also available in the annual report tab under the financial report section. 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).
9. The recorded transcript of the forthcoming AGM on September 22, 2021 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.
10. The Register of Members and Share Transfer Register will remain closed from September 16, 2021 to September 22, 2021, (both days inclusive).
11. 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: Member 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) scanned copy of the signed request letter mentioning your name, folio number, share certificate number, 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).
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
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 authorizing 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 Rules made thereunder, 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) in till 4 p.m. (IST) on Monday, September 20, 2021.
17. Members who would like to ask questions during the 39<sup>th</sup> 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, September 20, 2021.
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 Sunday, September 19, 2021 at 09.00 A.M. and ends on Tuesday, September 21, 2021 at 05.00 P.M.
  - (i) Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 15, 2021 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 on the cut-off date i.e. Wednesday, September 15, 2021, 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 on the cut-off date i.e. Wednesday, September 15, 2021 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 August 25, 2021 has appointed CA Paramnoor Singh, Chartered Accountant in Practice (Membership no. 515572 and Managing Partner of M/s R Arora & Associates (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 shall make, not later than 2 working days of the conclusion of the Meeting, 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 her 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 Sunday, September 19, 2021 at 09:00 A.M. and ends on Tuesday, September 21, 2021 at 05:00 P.M. 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. Wednesday, September 15, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Wednesday, September 15, 2021.**

#### **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>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" 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 e-Voting service provider - NSDL 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> </ol>
	<ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.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 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" 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.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing 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>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. 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>4. 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. NSDL 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 or 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 toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022- 23058738 or 022-23058542-43.

**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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. 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 or pallavid@nsdl.co.in or sonis@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.

**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 or
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. 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 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.

**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**

#### **Item No. 3**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Shikha Jain (DIN: 02615074) as an Additional & Independent Director with effect from February 5, 2021 pursuant to Section 149 and 161(1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Shikha Jain shall hold office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing from Mrs. Shikha Jain 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 u/s 164(2) of the Companies Act, 2013 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 Requirement) Regulations, 2015. In the opinion of the Board, Mrs. Shikha Jain 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. Shikha Jain to the office of Independent Director.

Mrs. Shikha Jain, 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 February 5, 2021 and shall not be liable to retire by rotation.

Mrs. Shikha Jain, a commerce graduate from Dr. Bhimrao Ambedkar University, Agra, Uttar Pradesh. She is associated with Crest Commercial Projects (India) Private Limited as its Marketing Head and possesses a vast experience of more than 13 years in the areas of marketing and sales management. Considering her expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mrs. Shikha Jain would be immensely beneficial for the Company.

Copy of the draft letter of appointment of Mrs. Shikha Jain 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 February 5, 2021 has approved the appointment of Mrs. Shikha Jain as an Independent Director and recommends the ordinary resolution for the approval by the Shareholders of the Company.

Except Mrs. Shikha Jain, 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. 3 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 explanatory statement.

The Board recommends the resolution set forth in item no. 3 for the approval of the members.

#### **Item No. 4**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Akhil Bansal (DIN: 07398573) as an Additional & Independent Director with effect from August 13, 2021 pursuant to Section 149 and 161(1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Akhil Bansal shall hold office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing from Mr. Akhil Bansal to act as Director of the Company in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Companies Act, 2013 to act as Director. The Company has also received declaration from him to the effect that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015. In the opinion of the Board, Mr. Akhil Bansal fulfils the conditions specified in the Act and rules made thereunder for his 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 Mr. Akhil Bansal to the office of Independent Director.

Mr. Akhil Bansal, being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director of the Company to hold office for an initial term of 5 (Five) years effective from August 13, 2021 and shall not be liable to retire by rotation.

Mr. Akhil Bansal, a commerce graduate (B.com Hons.) from Delhi University, is a qualified Company Secretary from the Institute of Company Secretaries of India. He possesses a wide experience of more than 7 years in diverse fields like consulting, audit, corporate laws, securities laws, labour laws, certifications, due diligence, taxation, intellectual property rights law, accounting and finance matters.

He is currently working as Practising Company Secretary under the name of “Akhil Bansal and Associates”, based in Delhi and Non-Executive Director at Comply Hub Consultants Private limited, a platform which provide services relating to Startup, Corporate Compliances, Consultancy related to Direct and Indirect Tax, Intellectual Property Rights Law, Accounting and Finance Matters etc. Mr. Akhil Bansal is former member of “Training & Educational Facilities Committee” of Institute of Company Secretaries of India. Recently, he has been elected as “Delhi State Secretary (Yuva Wing)” of “Akhil Bhartiya Vaishya Mahasanghthan”, an organization working for the development of the society.

Also, he is a Founder and Trustee of Rahgir Foundation, an NGO set up under Indian Trust Act, 1882 recognised as a Public Charitable Trust by the Government of India with an objective to Promote Education, Women Empowerment, to develop Institutions like Blind School, Orphanage, Slum areas etc. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Akhil Bansal would be immensely beneficial for the Company.

Copy of the draft letter of appointment of Mr. Akhil Bansal 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 August 13, 2021 has approved the appointment of Mr. Akhil Bansal as an Independent Director and recommends the ordinary resolution for the approval by the shareholders of the Company.

Except Mr. Akhil Bansal, 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 explanatory statement.

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

**Item No. 5**

Dr. 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, 2019 by means of special resolution passed by the members at annual general meeting held on September 25, 2019. Accordingly, her present tenure is valid upto May 31, 2022.

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 re-appointed Dr. Aruna Oswal as Chairperson and Wholetime Director of the Company, for a further term of three years w.e.f. June 1, 2022 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 or expected 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
- (iv) Financial performance based on given indicators:

Particulars for the financial year ended March 31, 2021	₹ in lakh
Revenue from operations (Gross)	11,475.87
Profit before Tax	8,020.83
Tax expence	
Current :	2,965.63
Deferred:	53.63
Profit after tax	5,001.57

- (v) Foreign investments or collaborations, if any: NIL

## II. INFORMATION ABOUT THE APPOINTEE:

- (i) **Background details:** Dr. Aruna Oswal (aged 70 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, 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:** Dr. Aruna Oswal was re-appointed as Wholetime Director & Chairperson of the Company for a term of three years w.e.f June 1, 2019 by the members at the annual general meeting held on September 25, 2019. During the year 2020-21, she received Rs. 265 lakhs as remuneration.
- (iii) **Recognition or awards:** Dr. Aruna Oswal has been recipient of following awards:
- Highest award of Lions Clubs International- "Ambassador of Goodwill";
  - "Mother Teresa Life Time Achievement Award" by Mother Teresa International Award Committee.
  - "Jain Ratna Award" by the then Prime Minister Honable Shri Atalbihari Bajpai;
  - Honoured by the worthy hands of former President Honable Shri Abdul Kalam for her good work for the community;
  - "Woman of Substance" by Smt. Kiran Bedi;
  - Honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin, Madison- USA on humanitarian grounds on August 13, 2018;
  - 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:** Dr. 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 August 13, 2021, approved the terms and remuneration of Dr. Aruna Oswal as Wholetime Director and Chairperson of the Company for a term of three years commencing June 1, 2022 as under:

### Salary:

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

### 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 Dr. 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, Dr. 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. Dr. Aruna Oswal is not related to any other Director or Managerial Personnel of the Company. The Company has given donation to Aruna Abhey Oswal Trust ("Trust") which is a related party to the company and Dr. Aruna Oswal is the trustee of this Trust.

### III. OTHER INFORMATION

- (i) **Reasons of loss or inadequate profits:** The Company has shown a profit from its operation 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:** Despite the challenging times posed by COVID-19 pandemic, 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 2020-21.

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. 5 for approval by the Members.

Except Dr. 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 are concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

By the order of the Board  
For OSWAL GREENTECH LIMITED

Sonal Malhotra  
Company Secretary  
M. No.: A36974

Date : August 25, 2021  
Place : New Delhi

ANNEXURE

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:

Name of Director (DIN)	Dr. Aruna Oswal (DIN: 00988524)	Mrs. Shikha Jain (DIN: 02615074)	Mr. Akhil Bansal (DIN: 07398573)
Category	Executive, Non-Independent Director	Non-Executive Independent Director	Non-executive Independent Director
Date of Birth	March 31, 1951	November 19, 1974	November 26, 1990
Age	70	46	30
Qualification	M.A. (English)	Commerce Graduate	Company Secretary
Skills and capabilities required for the role and the manner in which proposed person meets such requirements	Dr. Aruna Oswal possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Human resource management e) Governance, Finance & risk management expertise f) Basic understanding of finance & risk	Mrs. Shikha Jain possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Corporate Law e) Governance, Finance & risk management f) Basic understanding of finance & risk	Mr. Akhil Bansal possesses following capabilities: a) Business Leadership b) Sector Expertise c) Market expertise d) Corporate Law e) Governance, Finance & risk f) Basic understanding of finance & risk
Date of first appointment on the Board	April 2, 2016	February 5, 2021	August 13, 2021
Relationship with Directors & KMP's	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
Expertise in specific functional area	Commercial & Administrative	Marketing	Corporate Laws
Details of Board/Committee meetings attended by the Directors during the year	Board Meeting : 7 Committee Meeting : 1	Board Meeting : 1 Committee Meeting : None	Not applicable
Listed entities from which the person has resigned in the past three years	None	Oswal Agro Mills Limited (resigned on February 5, 2021)	None
Terms & conditions of appointment along with remuneration	Dr. Aruna Oswal was been appointed as Wholetime Director of the Company w.e.f June 1, 2016.	Mrs. Shikha Jain joined the Board of the Company w.e.f February 5, 2021 as Non-executive Independent Director. She is entitled to receive sitting fees for every board or committee meeting attended by her.	Mr. Akhil Bansal joined the Board of the Company w.e.f August 13, 2021 as Non-executive Independent Director. He is entitled to receive sitting fees for every board or committee meeting attended by him.
Remuneration/ sitting fees last drawn (FY 2020-21)	During the year, remuneration withdrawn by her was Rs. 265 lakhs	Rs. 15,000/- (sitting fees)	NIL. He was appointed after March 31, 2021.
Directorships in other companies	i) Oswal Agro Mills Limited ii) Lions India Education Promotion Council	i) Crest Commercial Projects (India) Private Limited ii) Segue Enterprises Private Limited iii) Crest Facility Management Pvt. Limited	i) Comply Hub Consultants Private Limited
Name of committees of the Companies of which he/she holds chairman/membership	Oswal Agro Mills Limited: i) Audit Committee ii) Corporate Social Responsibility Committee iii) Nomination and Remuneration Committee Oswal Greentech Limited Corporate Social Responsibility Committee	Oswal Greentech Limited: i) Audit Committee ii) Stakeholders Relationship Committee iii) Nomination and Remuneration Committee iv) Risk Management Committee	Oswal Greentech Limited: i) Audit Committee ii) Stakeholders Relationship Committee iii) Nomination and Remuneration Committee iv) Corporate Social Responsibility Committee
No. of equity shares held	5,15,44,618 equity shares	NIL	NIL