

## **OSWAL GREENTECH LIMITED**

**Corporate Identification No. (CIN-L24112PB1981PLC031099)**

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

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

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

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

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### **NOTICE OF THE MEETING**

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Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of Oswal Greentech Limited will be held on Thursday, 27<sup>th</sup> day of September 2018 at 10.30 A.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141003 (Punjab), to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) as on 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint Shri. Anil Bhalla (DIN: 00587533), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **3. CONTRIBUTION TO CHARITABLE FUNDS**

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 Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to the Board of Directors (herein referred to as ‘the Board’ which shall deem to mean or include any committees thereof) to contribute to such bonafide charitable and other funds as may be deemed fit and appropriate by the Board provided that the aggregate amount of contribution to such funds in any financial year shall not exceed the limits as set out in Section 181 or a sum of ₹ 3500 lacs (Rupees Thirty Five hundred lacs only) whichever is higher.”

##### **4. APPOINTMENT OF SHRI ANAND AGRAWAL (DIN 07153559) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment and Remuneration Policy of the Company, Shri Anand Agrawal (DIN 07153559) who was appointed as an Additional Director of the Company effective from April 25, 2018 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 consecutive years, and shall not be liable to retire by rotation.”

By Order of the Board of Directors  
OSWAL GREENTECH LIMITED

Place: New Delhi  
Date: 16.08.2018

H K Gupta  
Company Secretary

#### **Notes:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and that the proxy need not be a member of the company. The Proxy shall not have the right to speak at the meeting and shall not be entitled to vote at meeting except on a poll.
2. The proxy in order to be effective should be duly completed, stamped, signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxy form is attached with the Notice.

Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

3. Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting on their behalf.

4. A statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will be closed from 21<sup>st</sup> September 2018 to 27<sup>th</sup> September 2018 (both days inclusive).
6. Cut - Off Date:
  - i) The notice is being sent to all the members, whose name appears as on 10<sup>th</sup> August, 2018 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of the Company.
  - ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, 20<sup>th</sup> September, 2018 (the "Cut-Off Date"), only shall be entitled to vote through Remote E-voting and at the AGM of the Company. The voting rights of Members shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut-off date.
7. As per the requirement of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for appointment of the Director(s)/ re-appointment of the retiring Director(s), a statement containing details of the concerned Director(s) is provided herewith.
8. Members/Proxies are requested to bring their duly-filled Attendance Slips along with their copies of Annual Reports at the meeting.
9. Shareholders interested in giving nominations in respect of the shares held by them in physical form, can do so by submitting nomination forms (SH-13) with RTA of the Company (as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof). Nomination form can be obtained from the Company/RTA.
10. The members are requested to write at least 10 days prior to the date of meeting, any information which they desire on the accounts, to enable the management to keep the information ready.
11. **Company's Equity Shares are compulsory traded in Demat Form and therefore, shareholders are requested to get their shares dematerialized by opening an account with a Depository Participant through "National Securities Depository Ltd" (NSDL) or "Central Depository Services Ltd" (CDSL). As a part of initiative taken by the Company, the interested members may open a demat account free of cost with NSDL under an exclusive offer from Religare Securities Limited to the members of 'OSWAL GREENTECH LIMITED'. Interested members simply need to give a missed call at 011-66781414 to Religare Securities Limited and may avail the exclusive festive offer.**
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the Annual General Meeting.
13. The Investors may send the documents for transfer of shares and other correspondence/queries relating to shares directly to the Registrar and Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd., D - 153/A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
14. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company.
15. Members' holding shares in physical form may write to the Company for any change in their address, bank mandates and all other matters. While Members holding shares in electronic form are requested to provide/intimate all changes with respect to their Bank Details, Mandate, Power of Attorney or address for correspondence to their respective Depository Participant (DP). These changes will be automatically reflected in the Company's records through Electronic Connectivity with NSDL/CDSL.
16. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
17. The SEBI (Securities Exchange Board of India) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the company Registrar and Share Transfer Agent, M/s Skyline Financial Services Pvt. Ltd.
18. In all correspondence with the Company, members are requested to quote their account/ folio numbers and in case, the shares are held in the dematerialized form, they must quote their client ID number and DP ID number.
19. The Notice of the AGM and instructions for e-voting along with the Attendance Slips and Proxy Forms is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode. Members may note that the Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report 2017-18 is also available on the Company's website-www.oswalgreens.com.
20. As per the Green Initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail IDs by sending written requests to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and to the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents/ all communications including Annual Report, Notices, Circulars etc. electronically.
21. **Remote E-Voting Facility**  
In accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration)

## Oswal Greentech Limited

Rules 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (Remote e-voting) to all its members. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional and not mandatory. The process and manner of Remote E-Voting are as under:-

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

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

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

**Other Information:**

1. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
2. The remote e-voting period shall commence on Monday, 24<sup>th</sup> September, 2018 (9.00 A.M.) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5.00 P.M.). Thereafter the remote e-voting facility will be blocked.
3. Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 20<sup>th</sup> September, 2018, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
4. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication.
5. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/ Share Transfer Agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Ballot paper.
6. The Company has appointed Shri Paramnoor Singh, Practicing Chartered Accountant, Membership No. 515572 as 'Scrutinizer' for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and there after un-lock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.
8. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.oswalgreens.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to Stock Exchange.

**INFORMATION REQUIRED TO BE FURNISHED IN PURSUANCE OF REGULATION 36 OF SEBI LISTING REGULATIONS, 2015**

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

**Shri Anil Bhalla**

Shri Anil Bhalla is a Managing Director of the Company and has been actively associated with all the business endeavors of the Company. He is a graduate from commerce stream. His dedication, knowledge and expertise in the field of administration and liasioning of Board has helped a lot in the growth of the Company. He is a visionary, prophetic & really enthusiastic person. Because of his innovation and meticulous forethought, Oswal Greentech Limited could get the name and fame. He besides pioneer is innovative, novel & meticulous.

He is also a director and a committee member on the Board of Oswal Agro Mills Ltd., a listed group Company and a director in News Nation Network Private Limited. He is the member of Stakeholder Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee of your company. He does not hold any shares of your company.

**Shri Anand Agrawal**

Shri Anand Agrawal is 32 years of age. He is a commerce graduate and fellow member of the Institute of Chartered Accountant of India. He has a vast experience in the field of finance, direct taxation and company law matters also. He is also director in other private limited companies.

## Oswal Greentech Limited

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

### EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES

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

#### ITEM NO 3.

The company has been receiving the number of applications and requests for contribution to charitable and other funds. This resolution is for enabling and authorizing the Company to contribute to national, charitable, social, benevolent, public or general and other funds / institutions / hospitals / trusts / entities, from time to time, for any national, charitable, social, benevolent, public or general causes not directly relating to the business of the Company or the welfare of its employees, above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

Also, in order to do any CSR activity, some contributions/ expenditures may come under the purview of Section 181 of the Companies Act, 2013. As required under Section 181 of Companies Act, 2013, donation of any amount which is higher than the limits prescribed in the Section, requires the sanction/approval of shareholders of the Company in General Meeting.

The Board of Directors, therefore, recommend the Resolution under item no. 3 to be passed as an Ordinary Resolution by the members.

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

#### ITEM NO. 4:

##### Shri Anand Agrawal

Shri Anand Agrawal was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> April, 2018. He is a commerce graduate and fellow member of the Institute of Chartered Accountants of India. He has a vast experience in the field of Finance, Direct Taxation and Company Law Matters also. He is a person having wide knowledge and experience in various field. He is also a director in the following companies:-

S. No.	Name of Companies
1	Ambyan Ventures Private Limited
2	Montgomery Technologies Private Limited
3	Boustead Controls & Electrics (India) Private Limited
4	Kailash Journeys Private Limited

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

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the company, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a declaration in writing stating that he meets the criteria of independence as provided under Section 149 (6) of the Act.

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

The Board also considers that it is in the interest of the Company to continue to have the benefit of experience and knowledge of Shri Anand Agrawal. Accordingly, the Board also recommends his appointment as an Independent Director of the Company to hold office for 5 consecutive years, not being liable to retire by rotation.

In the opinion of the Board, the Director fulfills the conditions specified in the Act and the rules framed thereunder and the Listing Regulations, 2015 for being appointed as Non-Executive Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment is now being placed before the Members for their approval.

Except Shri Anand Agrawal and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 4. The Board recommends the resolution for your approval.

By Order of the Board of Directors  
OSWAL GREENTECH LIMITED

Place: New Delhi  
Date :16.08.2018

H K Gupta  
Company Secretary