

OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L24112PB1981PLC031099

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

Corporate Office: 7th 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 40th Annual General Meeting ('AGM') of Oswal Greentech Limited will be held on Wednesday, September 28, 2022 at 12.30 P.M. (IST) through video conferencing ("VC")/ other Audio - Visual Means ("OAVM"), for which purpose the registered office of the Company situated at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana-141003 (Punjab) shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone IND AS financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Anil Kumar Bhalla (DIN: 00587533) who retires by rotation and being eligible, seeks reappointment.
- Appointment of Statutory Auditors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Oswal Sunil & Company, Chartered Accountants, (FRN: 016520N) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 45th AGM to be held in the year 2027, at such remuneration, as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

- Appointment of Mr. Pulkit Gupta (DIN: 07026809) as a Non-executive Independent Director**

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations, 2015") Mr. Pulkit Gupta (DIN: 07026809), 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 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 July 6, 2022 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."

- Re-appointment and revision in remuneration of Mr. Anil Kumar Bhalla (DIN 00587533) as Managing Director and CEO of the Company**

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V to the Companies Act 2013 ("the Act") read with Rules made thereunder and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to other necessary approvals as may be required, consent and approval of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Anil Kumar Bhalla (DIN 00587533), who has attained the age of 70 years, as Managing Director and CEO of the Company for a term of three years w. e. f April 1, 2023 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Mr. Anil Kumar Bhalla (DIN 00587533), with effect from July 1, 2022, as mentioned below including perquisites and on the terms and conditions as set out in letter of re-appointment:

1. Salary:

Basic Salary	Rs. 15,00,000/- per month (with an annual scale of Rs.1,80,00,000 /-)
Medical Allowance	Rs. 15,00,000/- p.a. as per the rules of Company
Leave Travel Allowance	Up to one month's basic salary p.a., as per the rules of Company

2. Perquisites:

Accommodation	50% of the basic salary i.e. Rs. 7,50,000/- per month
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 Managing Director shall be entitled to Company's contribution to provident fund, gratuity payable and encashment of un-availed leaves 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 Mr. Anil Kumar Bhalla 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 Mr. Anil Kumar Bhalla shall be in terms of 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 thereunder.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the currency of his appointment as Managing Director & CEO, the remuneration set out in the aforesaid letter of appointment be paid or granted to Mr. Anil Kumar Bhalla as minimum remuneration provided that the total remuneration by way of salary and other allowances shall be as provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

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

6. Revision in the remuneration of Mrs. Aruna Oswal (DIN: 00988524), Chairperson & Wholetime Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, the Articles of Association of the Company and in furtherance of the special resolution passed in the 39th Annual General Meeting held on September 22, 2021 and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company and subject to such other necessary approvals as may be necessary, consent and approval of the members of the Company, be and is hereby accorded for payment of remuneration, with effect from July 1, 2022, to Mrs. Aruna Oswal (DIN 00988524), Chairperson & Wholetime Director of the Company, as mentioned below including perquisites and on the terms and conditions as set out in her letter of re-appointment:

1. Salary:

Basic Salary	Rs. 15,00,000/- per month (with an annual scale of Rs.1,80,00,000 /-)
Medical Allowance	Rs. 15,00,000/- p.a. as per the rules of 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 house-hold 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 Mrs. Aruna Oswal to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provisions under the Act for the time being in force, provided, however, that the remuneration payable to Mrs. Aruna Oswal shall be in terms of 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 thereunder.

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 Chairperson & Wholetime Director, the remuneration set out in the aforesaid letter of re-appointment be paid or granted to Mrs.

Aruna Oswal as minimum remuneration provided that the total remuneration by way of salary and other allowances shall be as provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof.

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

7. Approval for 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 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors in case of loss or inadequate profit for contributing and/or subscribing from time to time in any financial year to any national, charitable, social, benevolent, public or general and other funds/institutions/ hospitals/ trusts/ entities not directly relating to the business of the Company or the welfare of its employees up to an aggregate maximum amount permissible under Section 181 of the Companies Act, 2013 without the approval of the Shareholders exceeding by a sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only) in each financial year as may be considered proper by the Board of Directors notwithstanding that such amount in any financial year may exceed five per cent of the average net profits of the Company during the three financial years immediately preceding or such sum as may be prescribed under the Companies Act, 2013 or the relevant regulations.”

8. Approval for investment of funds

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company.

subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 2,200 Crores (Rupees Two Thousand & Two Hundred Crores only) over and above the limit of higher of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

By the order of the Board
For OSWAL GREENTECH LIMITED

Date : August 29, 2022
Place : New Delhi

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

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the item no. 3 to 8 to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. Pursuant to the General Circular 2/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 40th AGM shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast 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 Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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. In terms of Section 152 of the Act, Mr. Anil Kumar Bhalla, Director of the Company, retires by rotation at the AGM and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends his reappointment. The relevant details pursuant to regulation 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking re-appointment at AGM is annexed to the Notice as Annexure.

Mr. Anil Kumar Bhalla and his relatives shall be deemed to be interested in Item no. 5 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 5 of the Notice.

6. 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.
7. 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.
8. 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 or to our registrar and share transfer agent at compliances@skylinerta.com, for any grievances connected with electronic means.
9. In compliance with the aforesaid Circulars, electronic copies of the Notice of the AGM along with the Annual Report 2021-22 is being sent to all shareholders whose email addresses are registered with the Company/ Depository Participants as on August 26, 2022. The notice calling the AGM has been uploaded on the website of the Company at 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 and 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.

However, the Shareholders of the Company may request physical copy of the Notice and Annual Report 2021-22 from the Company by sending a request at oswal@oswalgreens.com.
10. The recorded transcript of the forthcoming AGM on September 28, 2022 shall also be made available on the website of the Company www.oswalgreens.com as soon as possible after the meeting is over.
11. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email id oswal@oswalgreens.com till the date of AGM. Further, Shareholders may also write to the Company at its mailing id oswal@oswalgreens.com for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.
12. The Register of Members and Share Transfer Register will remain closed from Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive).

13. (i) SEBI vide its Circular dated November 3, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after April 01, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

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

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

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

- ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
14. 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 or to its RTA - Skyline Financial Services Private Limited at 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 or compliances@skylinerta.com.

15. 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.
16. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send a certified copy of the Board resolution/ power of attorney authorising their representatives to attend and vote on their behalf in the meeting by email at cs@oswalgreens.com or oswal@oswalgreens.com.
17. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13.
18. 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 till 4 p.m. (IST) on Friday, September 23, 2022.
19. Members who would like to ask questions during the 40th 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 latest by 5 p.m. (IST) on Friday, September 23, 2022.
20. 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.
21. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
22. The remote e-voting period commences on Sunday, September 25, 2022 at 09.00 am and ends on Tuesday, September 27, 2022 at 05.00 pm.
- (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 21, 2022 may opt for remote e-voting and cast their vote electronically.

- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
 - (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 21, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at 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 or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, September 21, 2022 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.
23. The Board vide its Resolution passed on August 29, 2022 has appointed Mr. Paramnoor Singh, Chartered Accountant (M. No.: 515572) & 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 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 and on the website of NSDL immediately after the declaration of Results by the Chairperson or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Sunday, September 25, 2022 at 09:00 A.M. and ends on Tuesday, September 27, 2022 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 21, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 21, 2022.

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.	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at https://eservices.nsdl.com 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 & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

	- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (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 & voting during the meeting. - 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.
Individual Shareholders holding securities in demat mode with CDSL	- 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - 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. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

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

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

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.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 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. The same will be replied by the company suitably.

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

Item No. 3

Members of the Company at the 35th Annual General Meeting (AGM) held on September 17, 2017 approved the appointment of M/s Agarwal & Dhandhanania, Chartered Accountants (Registration No. 125756W) ("Retiring Auditor") as the Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said Annual General Meeting till the conclusion of the 40th Annual General Meeting.

M/s Agarwal & Dhandhanania, Chartered Accountants, will complete their present term on conclusion of this Annual General Meeting. The Board of Directors of the Company ("the Board"), at its meeting held on August 29, 2022 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s Oswal Sunil & Company, Chartered Accountants (Registration No. 016520N), as Auditors of the Company in place of the Retiring Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s Oswal Sunil & Company, Chartered Accountants, founded in 1999, has its head office in New Delhi and has diversified client base of large corporates in different sectors. Oswal Sunil & Company, Chartered Accountants have consented to their appointment as Auditor and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

M/s Oswal Sunil & Company, Chartered Accountants, have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2022-23 is Rs. 13 lakhs. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2022-23 and the remuneration paid to the Retiring Auditors for the financial year 2021-22. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Pulkit Gupta (DIN: 07026809) as an Additional and Independent Director with effect from July 6, 2022 pursuant to Section 149 and 161(1) of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Pulkit Gupta (DIN: 07026809) shall hold office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing from Mr. Pulkit Gupta 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) 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 Requirements) Regulations, 2015. In the opinion of the Board, Mr. Gupta 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. Pulkit Gupta to the office of Independent Director.

Mr. Pulkit Gupta, 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 a first term of 5 (Five) years effective from July 6, 2022 and shall not be liable to retire by rotation.

Mr. Pulkit Gupta, a commerce graduate, is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. He possesses a vast experience of more than 7 years in the areas of audit, taxation, corporate laws and compliances. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Pulkit Gupta would be immensely beneficial for the Company.

Copy of the draft letter for appointment of Mr. Pulkit Gupta as an Independent Director of the Company 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 July 6, 2022 has approved the appointment of Mr. Pulkit Gupta as an Independent Director and recommends the special resolution for the approval by the Shareholders of the Company.

Except Mr. Pulkit Gupta, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at item no. 4 of this Notice.

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

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

Item No. 5

Mr. Anil Kumar Bhalla (DIN: 00587533) was re-appointed as Managing Director and CEO of the Company for a term of three years w.e.f April 1, 2020 by means of special resolution passed by the members at annual general meeting held September 25, 2019. Accordingly his present tenure will determine on March 31, 2023.

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 Mr. Anil Kumar Bhalla as Managing Director & CEO of the Company, for a term of three years w.e.f. April 1, 2023 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: 1985
- (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, 2022	₹ in lakh
Revenue from operations (Gross)	10,573.38
Profit before Tax	6,118.91
Tax expense	
Current :	1,455.12
Deferred:	58.45
Profit after tax	4,605.34

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

II. INFORMATION ABOUT THE APPOINTEE:

- (i) **Background details:** Mr. Anil Kumar Bhalla, a commerce graduate, is associated with the Oswal Group since more than 3 decades and his proactive involvement in the affairs of the Company and immense knowledge about real estate sector has played a significant role in the growth of the Company over the last 3 decades. He holds the position of Managing Director & Chief Executive Officer of Oswal Greentech Limited.

As Chief Executive Officer, Mr. Anil Kumar Bhalla is responsible for maximising the entity's value including revenues, market share, share price etc. and to oversee the operations in all departments and making sure that the long term roles of the Company are realised. Considering his expertise and experience, the Nomination & Remuneration Committee and Board of Directors are of the opinion that appointment of Mr. Anil Kumar Bhalla would be immensely beneficial for the Company.

- (ii) **Past remuneration:** Mr. Anil Kumar Bhalla was re-appointed as Managing Director & CEO of the Company for a term of three years w.e.f April 1, 2020 by the members at the annual general meeting held on September 25, 2019. During the year 2021-22, he received Rs. 214.80 lakhs as remuneration.
- (iii) **Job profile and his suitability:** As per details hereinabove given in the explanatory statement to this notice.
- (iv) **Remuneration proposed:** As per details hereinabove given in the explanatory statement of this notice.
- (v) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration payable to the Director has been benchmarked with the remuneration being drawn by similar positions and has been recommended by the Nomination and Remuneration Committee of the Company at its meeting held on July 6, 2022 and approved by the Board of Directors at their meeting held on July 6, 2022.
- (vi) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**

Besides the remuneration proposed, Mr. Anil Kumar Bhalla doesn't have any pecuniary relationship directly or indirectly with the Company, except to the extent of his remuneration being withdrawn from the Company. Mr. Anil Kumar Bhalla is not related to any other Director or Managerial Personnel of the Company.

III. OTHER INFORMATION

- (i) **Reasons of loss or inadequate profits:** The Company has shown a profit from its 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 2021-22.

Relevant documents setting out the terms and conditions of the re-appointment of the Managing Director and CEO 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 special resolution set forth in the item no. 5 for approval by the Members.

Item No. 6

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, 2022 by means of special resolution passed by the members at annual general meeting held September 22, 2021. The Board of Directors at their meeting held on July 6, 2022 and based on the recommendation of Nomination & Remuneration Committee and in furtherance of the special resolution passed by the members of the Company at the 39th AGM held on September 22, 2021, has approved the revision in the remuneration of Dr. Aruna Oswal, Chairperson and Wholetime Director of the Company, subject to the approval of shareholders and other necessary approvals:

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: 1985
- (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, 2022	₹ in lakh
Revenue from operations (Gross)	10,573.38
Profit before Tax	6,118.91
Tax expence	
Current :	1,455.12
Deferred:	58.45
Profit after tax	4,605.34

- (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 and Women Entrepreneur Committee at PHD Chambers. She actively overviews 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, 2022 by the members at the annual general meeting held on September 22, 2021. During the year 2021-22, she received Rs. 264.80 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;

- (e) "Woman of Substance" by Smt. Kiran Bedi;
 - (f) honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin, Madison- USA on humanitarian grounds on August 13, 2018;
 - (g) honoured as a Corona Warrior for her generous support to PM Relief fund and reach out wherever possible for essentials & basic food & water distribution.
- (iv) **Job profile and her suitability:** 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 July 6, 2022, approved the terms and remuneration of Dr. Aruna Oswal as Wholetime Director and Chairperson of the Company for a term of three years commencing July 1, 2022 as under:

Salary:

Basic Salary	Rs. 15,00,000/- per month (with an annual scale of Rs.1,80,00,000 /-)
Medical Allowance	Rs. 15,00,000/- p.a. as per the rules of Company
Leave Travel Allowance	Up to one month's basic salary p.a., as per the rules of Company

Perquisites:

Accommodation	Rent free accommodation at No. 3 Tilak Marg, New Delhi along with reimbursement of other household facilities
Insurance	Accidental & Health Insurance Policy as per the Rules of the Company
Car	Car with chauffeur
Club membership	Club membership for official purpose
Entertainment expenses	Reimbursement of actual official entertainment expenses
PF, Gratuity etc.	The 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

- (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.

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 2021-22.

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 special resolution set forth in the item no. 6 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 is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item No. 7

Section 181 of the Companies Act, 2013 enables the Company to make contributions to bona fide charitable and other funds, subject to the approval of the members in general meeting in case such contribution exceeds 5 per cent of the Company's average net profits for 3 immediately preceding financial years. Consequently, the Board of Directors of the Company proposes the above resolution as an Ordinary Resolution for approval of the members for making contribution exceeding the limits as set out in section 181 in case of loss or inadequate profit by a sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only).

The Board recommends the ordinary resolution set forth in the item no. 7 for approval by members.

Item No. 8

The Company has been making investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a special resolution is required. As per the latest audited Balance Sheet of the Company as on March 31, 2022, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 1,305.82 crores while one hundred per cent (100%) of its free reserves and securities premium account amounts to 1,919.56 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities in connection with a loan, as the case may be, is Rs. 1,919.56 crores.

The Company makes investments for the purpose of expansion on regular basis and inter corporate loans and guarantees are provided in the ordinary course of business from time to time as per the business requirements. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans/ investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Accordingly, the Board of Directors in its meeting held on August 29, 2022 approved increasing the aforesaid threshold to Rs. 2,200 Crores (Rupees Two thousand Two Hundred Crores only) over and above the limit specified under section 186 of the Companies Act, 2013 subject to approval of the Shareholders.

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 186(2) of the Companies Act, 2013 to authorize the Board of Directors of the Company to make investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time. Hence, the Board of Directors recommends the Special Resolution as set out at Item No. 8 of the accompanying Notice of Annual General Meeting, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

By the order of the Board
For OSWAL GREENTECH LIMITED

Date : August 29, 2022
Place : New Delhi

sd/-
Sonal Malhotra
Company Secretary
M. No.: A36974

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)	Mr. Anil Kumar Bhalla (DIN: 00587533)	Mrs. Aruna Oswal (DIN: 00988524)	Mr. Pulkit Gupta (DIN: 07026809)
Category	Executive, Non-Independent Director	Executive, Non-Independent Director	Non-executive Independent Director
Date of Birth	December 3, 1949	March 31, 1951	September 2, 1989
Age	72	71	32
Qualification	Commerce Graduate	M.A. (English)	Chartered Accountant
Skills and capabilities required for the role and the manner in which proposed person meets such requirements	Mr. Anil Kumar Bhalla 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	Mr. Himanshu Agarwal 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. Pulkit Gupta 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	August 17, 1989	April 2, 2016	July 6, 2022
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: 5 Committee Meeting: 13	Board Meeting: 6 Committee Meeting: 1	Not applicable
Listed entities from which the person has resigned in the past three years	None	None	Oswal Agro Mills Limited (resigned on June 28, 2022)
Terms & conditions of appointment along with remuneration	Mr. Anil Kumar Bhalla was appointed as Managing Director and CEO w.e.f. April 1, 2014.	Dr. Aruna Oswal was been appointed as Wholetime Director of the Company w.e.f June 1, 2016.	Mr. Pulkit Gupta joined the Board of the Company w.e.f July 6, 2022 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 2021-22)	During the year, remuneration withdrawn by him was Rs. 214.80 Lakhs	During the year, remuneration withdrawn by her was Rs. 264.79 Lakhs.	NIL. He was appointed after March 31, 2022. He is entitled to sitting fee only.
Directorships in other companies	Oswal Agro Mills Limited	i) Oswal Agro Mills Limited ii) Lions India Education Promotion Council	i) Finconsult Startup Holdings Private Limited ii) Dutchuncle Tech Solutions Private Limited iii) Instabill Technologies Private Limited iv) E-startup Business Management Hub Private Limited
Name of committees of the Companies of which he/ she holds chairman/ membership as on March 31, 2022	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) Corporate Social Responsibility Committee Oswal Agro Mills Limited: i) Audit Committee ii) Nomination & Remuneration Committee iii) Corporate Social Responsibility Committee	Oswal Agro Mills Limited i) Corporate Social Responsibility Committee ii) Stakeholders Relationship Committee iii) Nomination & Remuneration Committee iv) Audit Committee
No. of equity shares held	NIL	5,15,44,618 equity shares	NIL