

**OSWAL GREENTECH LIMITED**

**CIN: L24112PB1981PLC031099**

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

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

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

**Website:** [www.oswalgreens.com](http://www.oswalgreens.com); **Email:** [oswal@oswalgreens.com](mailto:oswal@oswalgreens.com)

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**NOTICE OF POSTAL BALLOT**

**Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

**Dear Members,**

**NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable law, rules and regulations that the Resolution as set out hereunder is proposed as a Special Resolution for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.**

**SPECIAL BUSINESS:**

**1. Appointment of Mr. Namit Gupta (DIN: 09240827) 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 a **Special Resolution:**

**"RESOLVED THAT** the provisions of Sections 149, 150, 152, 161 other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory amendment(s), modification(s), variation(s), clarification(s) or re-enactment(s) thereof for the time being in force read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any amendments thereto or re-enactment thereof, for the time being in force (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee Meeting held on March 03, 2025 and the approval of the Board of Directors in their meeting held on March 03, 2025, the consent of the members be and is hereby accorded for the appointment of Mr. Namit Gupta (DIN: 09240827), as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from March 03, 2025.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Namit Gupta, be paid such fees and remuneration and profit-related commission, if

any, as the Board may approve from time to time and subject to such limits prescribed from time to time.

**RESOLVED FURTHER THAT** any Board of Directors of the Company, Company Secretary and / or Key Managerial Personnel(s) of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**2. Revision in managerial remuneration of Mrs. Aruna Oswal (DIN: 00988524), Whole Time 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 Regulation 17(6)(e) of SEBI (LODR) Regulations and other applicable provisions, if any, and pursuant to Section 197, 198, 2(94) and 2(78) and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any statutory amendment(s), modification(s), variation(s), clarification(s), substitution(s), or reenactment(s) thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee Meeting held on March 03, 2025, and Audit Committee meeting held on March 03, 2025 and approval by the Board of Directors in its meeting held on March 03, 2025, the consent of the members of the Company be and is hereby accorded to increase the managerial remuneration of Mrs. Aruna Oswal (DIN: 00988524) Whole Time Director of the Company from INR 15,00,000 to INR 25,00,000 per annum, which is in excess of the threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations and Schedule V of the Companies Act, 2013 and the rules made thereunder, as detailed in the Explanatory Statement enclosed with this Notice with effect from April 01, 2025.

**RESOLVED FURTHER THAT** the terms of remuneration, as set out in the Explanatory Statement of this Resolution, shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising in any financial year, Mrs. Aruna Oswal (DIN: 00988524) shall be entitled to receive remuneration, perquisites and other benefits up to the limits as approved by the members hereinabove, as minimum consideration.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

**RESOLVED FURTHER THAT** in the event of any statutory amendment of modification or relaxation, in the provisions of Schedule V of the Companies Act, 2013 relating to the payment of remuneration to the managerial remuneration, the Board of Directors of the Company, including its committees thereof, subject to the recommendations of the Nomination and Remuneration Committee, be and is hereby authorised to vary and modify, the remuneration, perquisites, and other benefits, within such prescribed limits.

**RESOLVED FURTHER THAT** any Board of Directors of the Company, Company Secretary and / or Key Managerial Personnel(s), be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**By the order of the Board  
For Oswal Greentech Limited**

**Sd/- Sonal Gupta  
Company Secretary  
M. No.: A36974**

**Date: March 03, 2025  
Place: New Delhi**

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on February 28, 2025 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date.
3. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
5. The Company is providing remote e-voting facility to its members, to enable Members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 14 of this Notice.
6. The remote e-voting shall commence on Saturday, March 08, 2025 at 09:00 a.m. (IST) and shall end on Sunday, April 06, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. A copy of this Notice is also available on the website of the Company at [www.oswalgreens.com](http://www.oswalgreens.com), the website of BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. The vote in this Postal Ballot cannot be exercised through proxy.
9. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [cs@oswalgreens.com](mailto:cs@oswalgreens.com) from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot i.e. April 06, 2025.
10. The Board of Directors has appointed Shri Srinivas Kotni, ACS NO. 12519 and practicing advocate BCD NO. D/465/1999 Managing Partner of LEXPORT, a full service law firm, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and Mr. Kotni has communicated his willingness to be appointed and will be available

for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any person authorised by him. The results of e-voting will be announced on or before April 08, 2025 and displayed on the website of the Company [www.oswalgreens.com](http://www.oswalgreens.com) and on the website of NSDL immediately after the declaration of Results by the Chairperson or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

11. Process for Registration of email addresses:

**A. One-time registration of email address with the RTA for receiving the Notice and casting votes electronically:**

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangements with the RTA for registration of email addresses in terms of the MCA Circular. Eligible Members who have not submitted the same to the RTA, are required to provide their email address to the RTA, on or before 5.00 p.m. (IST) on Friday, March 07, 2025, pursuant to which any Member may receive on the email address provided by the Member, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

**B. Process to be followed for one-time registration of email address (for shares held in physical form or in electronic form) is as follows:**

- i. Visit the link [www.oswalgreens.com](http://www.oswalgreens.com)
- ii. Select the Name of the Company from dropdown: <https://www.evoting.nsdl.com/>
- iii. Enter the Folio number or DP ID/Client ID, Shareholder Name, PAN details, Mobile no. and email address. Members are also required to upload a self-attested copy of the PAN Card and address proof viz. Aadhaar card or Passport, etc. Members holding shares in physical form are required to additionally enter one of their share certificate numbers.
- iv. Enter the One Time Password ('OTP') received on mobile no. and email address and submit.

- v. On completing the above process your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

After successful submission of the email address, NSDL will email a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to [admin@skylinerta.com](mailto:admin@skylinerta.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

12. Those Members who have already registered their email addresses are requested to keep the same validated with their DPs/Depositories/RTA to enable serving of notices/ documents/ Annual Reports and other communications electronically to their email address in future.
13. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
14. The instructions for Equity Shareholders for remote e-voting are as under:

*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 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to

	<p>e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting</li> </ol>

	<p>period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [corporate@lexport.in](mailto:corporate@lexport.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 'A' Wing , 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, at designated email id- at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

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

**Item No. 1**

The Board of Directors, at its meeting held on March 03, 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to approval of shareholders, approved the appointment of Mr. Namit Gupta as an Additional Director of the Company, in the category of Non-Executive Independent Director.

Mr. Namit Gupta is not disqualified from being appointed as directors in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of a director by virtue of any order from SEBI or any such authority and has given their consents to act as Director of the Company. The Company has also received separate declarations from Mr. Namit Gupta, stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations.

The Nomination and Remuneration Committee had previously finalised the desired attributes for the selection of Independent Directors such as experience, expertise, and independence. Basis those attributes, the Nomination and Remuneration Committee recommended the candidatures of Mr. Namit Gupta.

Mr. Namit Gupta comes with leadership experience and expertise across Finance, Strategy, Corporate Governance, Risk Management, Finance, Organisational skills, Strategy, Decision making, Business transformation.

The Board noted that both Mr. Namit Gupta backgrounds and experiences are aligned with the roles and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director.

Except Mr. Namit 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. 1 of this Notice

**Brief Profile of Mr. Namit Gupta**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the Director	Mr. Namit Gupta
2.	Brief Resume	Mr. Namit Gupta is a practicing Chartered Accountant with eight (8) years of experience in fields like assurance services, Finance and Business Administration and his expertise lies in financial analysis, regulatory compliances.
2	DIN	09240827
3	Date of Birth	27/08/1990

4	Age	34 years
5	Date of First Appointment as Director	Appointed as an Additional Director, Non-Executive Independent Director, w.e.f. March 3, 2025
6	Qualification	<ul style="list-style-type: none"> <li>• Chartered Accountant, ICAI,</li> <li>• M.Com, Indira Gandhi National University,</li> <li>• B.Com Delhi University,</li> <li>• Forensic Audit and Fraud Detection, ICAI</li> </ul>
7	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Namit Gupta has extensive professional areas viz. financial planning, budgeting and working capital management and these skills are critical to Company's endeavour to improve cash flows and profitability.
8	Expertise in specific functional areas	Assurance & Risk Management Financial & Business Management Tax Compliance & Advisory Internal Control and Fraud Prevention Corporate Governance & Advisory
9	Details of remuneration last drawn	NA
11	Shareholding in the Company as on the date of the Notice	NIL
12	Directorships in listed Companies and other directorships	NA
13	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NA
14	Number of Board meetings attended	None
15	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	No relationship with other Directors and KMPs of the Company
16	Membership/Chairmanship of Committees of other Boards	NA.

## Item No. 2

Upon recommendation of the Nomination and Remuneration Committee meeting held on March 03, 2025, the Board of Directors of the Company in their meeting held on March 03, 2025 approved the revision of remuneration payable to Mrs. Aruna Oswal (DIN: 00988524), Whole-Time Director of the Company effective from April 01, 2025, subject to the approval of the members. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and increments thereof, from time to time for Mrs. Aruna Oswal (DIN: 00988524) as mentioned below.

Mrs. Aruna Oswal (DIN: 00988524) has been serving on the Board of the Company since 2016 and she has extensive experience in areas relating to the business of the Company. On the recommendations of the Nomination and Remuneration Committee and approval and consent from the members of the Company, Mrs. Aruna Oswal (DIN: 00988524) has been re-appointed as the

Whole Time Director and Chairperson of the Company for a period of three years with effect from June 01, 2025 to May 31, 2028.

She has played an instrumental role in driving the growth of the Company and during her stint as the Chairman of the Company, both financial and operational performance of the Company has shown remarkable progress.

Her strategic vision for the real estate sector and its potential played a pivotal role in the Company's successful delivery of residential and commercial projects in emerging cities like Ludhiana and Barnala.

Keeping in view the contributions made by Mrs. Aruna Oswal (DIN: 00988524) and the financial and operational performance of the Company, on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on March 03, 2025, subject to the consent of the members of the Company, approved the increase the remuneration from INR 15,00,000 to INR 25,00,000 per annum, perquisites and other benefits to be paid.

The agreed amount of remuneration payable to Mrs. Aruna Oswal (DIN: 00988524) and total managerial remuneration payable to the executive directors of the company, taken together in any financial year, may exceed the maximum admissible limits as prescribed under Section 197 of the Companies Act, 2013.

**Proposed remuneration components of Mrs. Aruna Oswal**

**1. Salary:**

Basic Salary	Rs. 25,00,000/- per month (with an annual scale of Rs.3,00,00,000 /-)
Medical Allowance	Rs. 25,00,000/- 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. 12,50,000/- 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 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

**Other conditions:**

- a. Contribution towards provident fund, superannuation fund, national pension scheme shall be as per the policy of the Company
- b. Gratuity and/or contribution to the gratuity fund of the Company shall be as per the policy of the Company or as per applicable law.
- c. Other perquisites- such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

- d. Reimbursement of all actual expenses and charges incurred by Mrs. Aruna Oswal (DIN: 00988524) for and on behalf of the Company in furtherance of its business or objectives.

**Explanation:**

- a. For the purpose of leave, travel, concession and medical expenses, the immediate family of Mrs. Aruna Oswal (DIN: 00988524) also be eligible as per the policy of the Company.
- b. Perquisites shall be evaluated as per the Income Tax Law, wherever applicable
- c. The aforesaid remuneration payable to Mrs. Aruna Oswal (DIN: 00988524) can be revised from time to time by the Board of the Directors or its committees based on the approval of the members.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special Resolution, for payment of remuneration to Mrs. Aruna Oswal (DIN: 00988524), Whole-Time Director of the Company.

Accordingly, the Board recommends the Resolution set forth in Item No. 2 relating to revision in the managerial remuneration payable to Mrs. Aruna Oswal (DIN: 00988524), Whole-Time Director, by way of Special Resolution.

Except Mrs. Aruna Oswal, no other Director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

**Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:**

**I. General Information:**

		<b>Mrs. Aruna Oswal</b>			
1.	Nature of industry	The Company is a Public Listed Company incorporated on 17th November 1981 under the Companies Act, 1956. The Company is engaged in trading and development of real estate projects.			
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 17 <sup>th</sup> November 1981 with CIN L24112PB1981PLC031099, in the State of Punjab under the Companies Act, 1956. Further, the Company had commenced its business in the year 2006.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	<b>(Amt. in Rs. lakhs)</b>			
		<b>Profit after Tax</b>	<b>FY 23-24</b>	<b>FY 22-23</b>	<b>FY 21-22</b>
		<b>Revenue from operation</b>	5,560.09	2,049.88	2,401.48
		<b>Profit before Tax</b>	1,052.67	5,825.23	6,118.91
		<b>Profit after Tax</b>	637.19	3,787.83	4,605.34
		<b>Earnings per share</b>	0.25	1.47	1.79

5.	Foreign investments or collaborations, if any	Not Applicable
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## II. Information about Mrs. Aruna Oswal- Whole-Time Director:

6.	Background details	Mrs. Aruna Oswal (aged 73 years) joined the Board of the Company in April 2016. She holds degree of Master of Arts (English) and has been honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin Madison- USA on humanitarian grounds in August 2018. She has been honoured as a Corona Warrior for her generous support to PM Cares Fund and reached out wherever possible for essentials, basic food & water distribution. She is also associated with Lions India Education Promotional Council, World Council of religion for peace as its Co-president and international trustee, World Jain Confederation as its Vice-President, PHD Family Welfare Foundation, Indian Council for Human Relations and Women Entrepreneur Committee at PHD Chambers. She actively oversees the School of Vocational Training Centre at Ludhiana supported by the Aruna Abhey Oswal Trust.
7.	Past remuneration (Per Month)	Mrs. Aruna Oswal was re-appointed as Whole time Director & Chairperson of the Company for a term of three years w.e.f. June 1, 2022 by the members at the annual general meeting held on September 22, 2021. During the year 2023-24, she received Rs. 271.40 lakhs as remuneration.
8.	Recognition or awards	Mrs. Aruna Oswal has been recipient of following awards: (a) highest award of Lions Clubs International-“Ambassador of Goodwill”; (b) “Mother Teresa Life Time Achievement Award” by Mother Teresa International Award Committee. (c) “Jain Ratna Award” by the then Prime Minister Honable Shri Atalbihari Bajpai; (d) honoured by the worthy hands of former President Honable Shri Abdul Kalam for her good work for the community; (e) “Woman of Substance” by Smt. Kiran Bedi; (f) honoured with Honorary Doctoral Degree of APAMALL, Deep Education from University of Wisconsin, Madison- USA on humanitarian grounds on August 13, 2018; (g) honoured as a Corona Warrior for her generous support



		<p>to PM Relief fund and reach out wherever possible for essentials &amp; basic food &amp; water distribution.</p> <p>(h) Recently Mrs. Aruna Oswal been given The International Samaj Ratan Puruskar by Suryadatta Group, Pune</p> <p>(i) Honoured with the "Humanitarian Partner award" by Lions Clubs International Foundation</p> <p>(j) Special Olympics Golisano Health Award 2020" by World Boxing Champion Mary Kom &amp; Ms. Mallika Nadda.</p>
9.	Job profile and her suitability	<p>Mrs. Aruna Oswal (DIN: 00988524) has been serving on the Board of the Company since 2016 and she has extensive experience in areas relating to the business of the Company. She has played an instrumental role in driving the growth of the Company and during her stint as the Chairman of the Company, both financial and operational performance of the Company has shown remarkable progress.</p> <p>Her strategic vision for the real estate sector and its potential played a pivotal role in the Company's successful delivery of residential and commercial projects in emerging cities like Ludhiana and Barnala.</p> <p>On the recommendations of the Nomination And Remuneration Committee and approval and consent from the members of the Company, Mrs. Aruna Oswal (DIN: 00988524) has been re-appointed as the Whole Time Director and Chairperson of the Company for a period of three years with effect from June 1 2025 to May 31 2028.</p> <p>Keeping in view the contributions made by Mrs. Aruna Oswal (DIN: 00988524) and the financial and operational performance of the Company, the Committee considered and approved the remuneration as set forth hereinbelow, subject to approval of the Board and compliance with all the other conditions as may be prescribed under applicable law.</p>
10.	Remuneration proposed	<p>Rs. 25,00,000/- per month (with an annual scale of Rs.3,00,00,000 /-), calculated as per the provisions of Section 198 of the Companies Act, 2013, subject to maximum amount of, perquisites and other benefits etc. (As mentioned in the explanatory statement of this Notice and her appointment letter).</p>
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Mrs. Aruna Oswal has been drawing remuneration in this range for the past several years, therefore, retaining her at this remuneration is imperative.</p>

12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if Any	Mrs. Aruna Oswal is the Promoter of the Company and is holding 5,15,44,618 Equity Shares in the Company i.e. 20.07 % of the Paid-Up Capital of the Company.
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### III. Other information:

13.	Reasons of loss or inadequate profits	The Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also. The Company has accumulated losses incurred during previous years which are being set off annually.
14.	Steps taken or proposed to be taken for improvement	Company is focusing on geographic expansion of its business. Further, the Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also. The Company has accumulated losses incurred during previous years which are being set off annually.
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

**By the order of the Board  
For Oswal Greentech Limited**

**Sd/-  
Sonal Gupta  
Company Secretary  
M. No.: A36974**

**Date: March 03, 2025  
Place: New Delhi**