

Annual Report

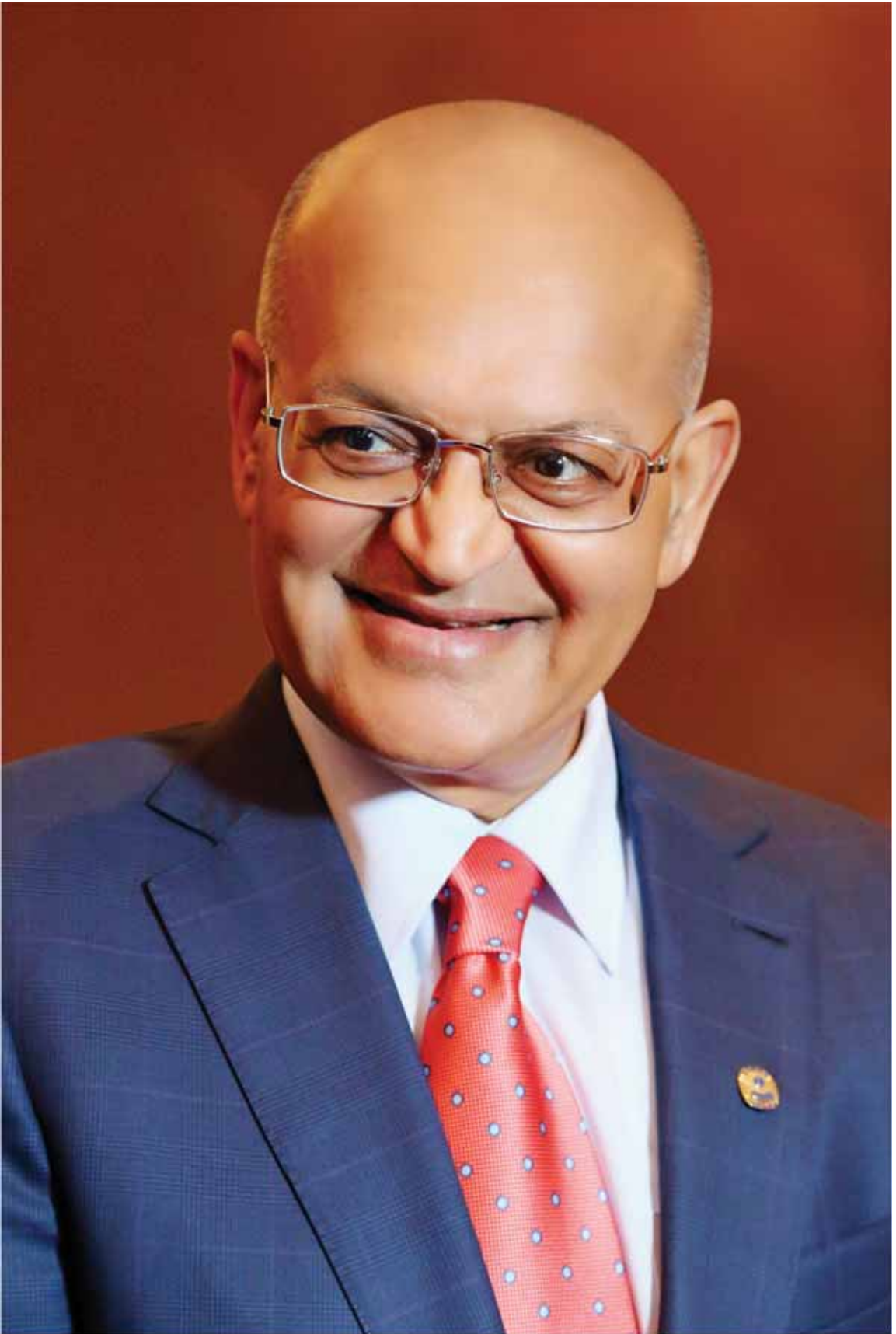
2015-16



Real Estate Project at Ludhiana



Oswal Greentech Limited



Hon'ble Late Shri Abhey Kumar Oswal



COMPANY INFORMATION

(CIN-L24112PB1981PLC031099)

BOARD OF DIRECTORS

Smt. Aruna Oswal – Whole Time Director
Shri Anil Bhalla – CEO & Managing Director

Non-Executive Non-Independent Director

Shri Atul Kulshrestha

Non-Executive Independent Directors

Shri Krishan Chand Bajaj
Shri Sumit Kumar Dutt
Shri Vipin Kaushal
Smt. Bina Sharma

COMPANY SECRETARY

Shri H K Gupta

CHIEF FINANCE OFFICER

Shri Vipin Vij

BANKERS

HDFC Bank Limited
Syndicate Bank
RBL Bank Limited

AUDITORS

M/s T R Chadha & Co LLP
Chartered Accountants, New Delhi

REGISTERED OFFICE

Near Jain Colony, Vijay Inder Nagar,
Daba Road, Ludhiana -141 003 (Punjab)
Phone No. 0161-2544238
Website: www.oswalgreens.com

CORPORATE OFFICE

7th Floor, Antriksh Bhawan,
22, K G Marg, New Delhi-110001
Phone No: +91-11-23715242, Fax No: +91-11-23716276
Email ID: oswal@oswalgreens.com

REGISTRAR & SHARE TRANSFER AGENT

M/s Skyline Financial Services Pvt. Ltd.
D-153/A, First Floor
Okhla Industrial Area, Phase-I,
New Delhi-110020
Ph: +91-11-64732681-88, Fax: +91-11-26812682
Email – admin@skylinerta.com

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Oswal Greentech Limited

OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L 24112PB1981PLC031099

Regd. Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141 003 (Punjab) Phone No. 0161-2544238

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

Phone No: 011-23715242, 23322980, Fax No: 011-23716276

Website: www.oswalgreens.com, Email: oswal@oswalgreens.com

NOTICE OF THE MEETING

Notice is hereby given that the 34th Annual General Meeting of the Members of Oswal Greentech Limited will be held on Thursday, the 29th day of September, 2016 at 10.30 A.M. at the Registered Office of the Company at Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141003 (Punjab), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Company's Audited Financial Statements (including Consolidated Financial Statements) as on 31st March, 2016, Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.
- To re-appoint Shri Anil Bhalla (DIN: 00587533), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To re-appoint Shri Atul Kulshreshtha (DIN: 00194733), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To appoint Statutory Auditor and fix their remuneration. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 ("Act") and the rules made there under M/s T R CHADHA & Co LLP, Chartered Accountants (A Limited Liability Partnership with LLP Identification No. AAF-3926 and ICAI Firm Registration No. 006711N/N500028) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with Auditors."

SPECIAL BUSINESS:

5. APPOINTMENT OF SMT. ARUNA OSWAL (DIN: 00988524) AS WHOLE TIME DIRECTOR AND CHAIRPERSON OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 160, 196, 197, 198 read with Schedule V of Companies Act 2013, and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force) consent and approval of the Company be and is hereby accorded to the appointment of Smt. Aruna Oswal as Whole-time director and Chairperson of the Company for three years w. e. f 1st June, 2016 to 31st May, 2019 (whose period of office shall be liable to determination by retirement of Director by rotation) and the remuneration being paid or provided to Smt. Aruna Oswal (DIN: 00988524) as mentioned below including perquisites and on the terms and conditions set out in letter of appointment.

1. Salary:

Basic Salary:	Rs. 6,00,000/- per month with an annual scale of Rs. 72,00,000/-
Medical Allowance	Rs. 6,00,000/- p.a. as per the rules of Company
Leave Travel Allowance	Rs. 6,00,000/- p.a. as per the rules of Company

2. Perquisites:

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

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration in the said letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force, provided, however, that the remuneration payable to Smt. Aruna Oswal shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the aforesaid letter between the company and Smt. Aruna Oswal shall be suitably modified to give effect to such variation or increase as the case may be.

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

6. RE-APPOINTMENT OF SHRI ANIL BHALLA (DIN: 00587533) AS CEO & MANAGING 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 provisions of Section 196, 197, 198, 203 read with Schedule V of Companies Act 2013, and other applicable provisions, if any, of the Companies Act. 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent and approval of the company be and is hereby accorded to the appointment of Shri Anil Bhalla as CEO & Managing Director of the company for further period of 3 years commencing from 1st April, 2017 to 31st March, 2020 (whose period of office shall be liable to determination by retirement of director by rotation) and the remuneration being paid or provided to Shri Anil Bhalla as mentioned below including perquisites and on the terms and conditions set out in letter of appointment.

Salary and Allowances

Basic Salary:	Rs.10,00,000/- per month with an annual scale of Rs. 120,00,000/-
Medical Allowance	Rs.10,00,000/- P.A. as per rules of the Company.
Leave Travel Allowance	Rs.10,00,000/- P.A. as per rules of the Company.

**Perquisites**

Accommodation	Rent paid for house on lease of Rs. 90,000/- P.M. , Annually Rs. 10,80,000/-
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 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 leave as per the Rules of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to vary or increase the remuneration in the said letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force, provided, however, that the remuneration payable to Shri Anil Bhalla shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under and the terms of the aforesaid letter between the company and Shri Anil Bhalla shall suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the company during the term of Shri Anil Bhalla as CEO & Managing Director, the remuneration set out in the aforesaid letter of appointment be paid or granted to Shri Anil Bhalla as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment thereof."

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 06.08.2016

H K Gupta
Company Secretary

Notes:

- A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and that the proxy need not be a member of the company. The Proxy shall not have the right to speak at the meeting and shall not be entitled to vote at meeting except on a poll.
- The proxy in order to be effective should be duly completed, stamped, signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxy form is attached with the Notice.
Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
- A statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto.
- The Register of Members and the Share Transfer Books of the Company will be closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).
- Cut - Off Date:
 - The notice is being sent to all the members, whose name appears as on 12th August, 2016 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of the Company.
 - A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, 22nd September, 2016 (the "Cut-Off Date"), only shall be entitled to vote through Remote E-voting and at the AGM of the Company. The voting rights of Members shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut - off date.
- As per the requirement of Regulation 36 of SEBI Listing Regulations, 2015 on Corporate Governance for appointment of the Directors(s)/re-appointment of the retiring Director(s), a statement containing details of the concerned director(s) is provided herewith.
- Members/Proxies are requested to bring their duly-filled Attendance Slips along with their copies of Annual Reports at the meeting.
- Shareholders interested in giving nominations in respect of the shares held by them in physical form, can do so by submitting nomination forms (SH-13) with RTA of the Company (as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof). Nomination form can be obtained from the Company/RTA.
- The members are requested to write at least 10 days prior to the date of meeting, any information which they desire on the accounts, to enable the management to keep the information ready.
- Company's Equity Shares are compulsory traded in Demat Form and therefore, shareholders are requested to get their shares dematerialized by opening an account with a Depository Participant through "National Securities Depository Ltd." (NSDL) or "Central Depository Services Ltd" (CDSL) .
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the Annual General Meeting.
- The Investors may send the documents for transfer of shares and other correspondence/queries relating to shares directly to the Registrar and Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd., D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020.
- Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company.
- Members' holding shares in physical form may write to the Company for any change in their address, bank mandates and all other matters. While Members holding shares in electronic form are requested to provide/intimate all changes with respect to their Bank Details, Mandate, Power of Attorney or address for correspondence to their respective Depository Participant (DP). These changes will be automatically reflected in the Company's records through Electronic Connectivity with NSDL/ CDSL.
- The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.



17. The SEBI (Securities Exchange Board of India) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the company Registrar and Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd.
18. In all correspondence with the Company, members are requested to quote their account/ folio numbers and in case, the shares are held in the dematerialized form, they must quote their client ID number and their DP ID number.
19. The Notice of the AGM and instructions for e-voting along with the Attendance Slips and Proxy Forms is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. Members may note that the Notice of the 34th Annual General Meeting and the Annual Report 2015-16 is also available on the Company's website, www.oswalgreens.com.
20. As per the Green Initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their E-mail IDs by sending written requests to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and to the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents/ all communications including Annual Report, Notices, Circulars etc. electronically.
21. **Remote E-Voting Facility**
In accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronics means (Remote e-voting) to all its members. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional and not mandatory. The process and manner of Remote E-Voting are as under:-
 - A. In case, member receive e-mail from NSDL (for Members whose email addresses are registered with the Company/Depository Participant(s), the member should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.
 - B. In case, member receives AGM Notice in physical form (for Members whose email addresses are not registered with the Company/Depository Participants), the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Annual Report.
 - C. The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No 21 (A) and 21 (B) above):
 - i. Open internet browser and type the following URL: <http://www.evoting.nsdl.com>
 - ii. Click on Shareholder - Login
 - iii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - iv. If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 21 (A) above) or in physical form (as per Sr. No. 21 (B) above), as the case may be.
 - v. Password change menu will appear on your screen. Change to a new password of your choice. Ensure that it contains a minimum of 8 digits or characters or a combination of both. Please keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
 - vii. Select "EVEN" (E-Voting Event Number) of Oswal Greentech Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. The voting rights of the shareholders shall be reckoned in proportion to the shares held in the total paid up equity share capital of the Company as on cut-off date i.e. 22nd September, 2016.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter etc. together with attested specimen signature(s) of duly authorized representative(s), to the Scrutinizer through e-mail at paramnoor.singh@gmail.com with a copy marked to evoting@nsdl.co.in and a copy to hkgupta@oswalgreens.com, Company Secretary of the Company.
 - D. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
 - E. The remote e-voting period shall commence on Monday, 26th September, 2016 (9.00 A.M.) and ends on Wednesday, 28th September, 2016 (5.00 P.M.). Thereafter the remote e-voting facility will be blocked.
 - F. Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of 22nd September, 2016 may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
 - G. In case of any queries, you may refer the Frequently Asked Question (FAQs) - Shareholders and remote e-voting user manual-Shareholders, available at the downloads section of www.evoting.nsdl.com
 - H. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
 - I. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share Transfer Agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Ballot paper.
 - J. The Company has appointed Shri Paramnoor Singh, Practicing Chartered Accountant, Membership No 515572 as 'Scrutinizer' for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
 - K. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and there after unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.
 - L. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.oswalgreens.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to Stock Exchange.

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

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

1. **Shri Anil Bhalla**

Shri Anil Bhalla was appointed as Managing Director on the Board of Company and has been actively associated with all the business endeavors of the Company. His knowledge and vast experience in the field of real estate businesses has helped a lot in the growth of the Company. He is a visionary, prophetic & really enthusiastic.



He is the real man behind the show and because of his innovation and meticulous fore thought Oswal Greentech Limited could get the name and fame. He besides pioneer is innovative, novel & meticulous. Due to his long time involvement in the business affairs of the Company, he has an expert knowledge in the Financial and legal matters of the Company.

He is a Director and Committee Member on the Board of M/s. Oswal Agro Mills Ltd. and also a Director on the Board of M/s. News Nation Network Private Limited. He is member of Stakeholder Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee of your company.

2. Shri Atul Kulshrestha

Shri Atul Kulshrestha is a Non-Executive Non-Independent Director on the Board of the Company. He was appointed on the Board of the Company on 31st March, 2006. He is a commerce graduate and fellow member of the Institute of Chartered Accountants of India. He has a vast experience in the field of Finance, Direct Taxation, Company Law Matter and Administration as well as Commercial Matters also. He is a person having wide knowledge and experience in almost all the field. He is also the promoters of Extramark Education Pvt. Ltd. which is India's leading digital education company.

He has made valuable contribution in the expansion and growth of the company, time to time. He is a member of various Committee of your company i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee also.

Neither he nor any of his family members hold any shares of your company.

EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES

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

ITEM NO 5:

Smt. Aruna Oswal has been appointed as an additional Director and Chairperson of the company w.e.f. 2nd April, 2016 and thereafter she has been appointed as additional cum Whole-time Director and Chairperson of the Company w. e. f. 1st June, 2016 for the period of three years on the salary and perquisites as mentioned above in the notice, as approved by the Nomination & Remuneration Committee of the Board in its meeting held on 30th May, 2016 and the same was approved by the Board of Directors also in their meeting subject to approval of Shareholders of the Company by way of Special Resolution in the forthcoming Annual General Meeting of the Company. Remuneration of Smt. Aruna Oswal was fixed by the Nomination & Remuneration Committee and Board of Directors of the company is within the limit as per Schedule V of the Companies Act, 2013. The Company has received a candidature for the Appointment of Smt. Aruna Oswal for the purpose of regularizing her Directorship on the Board of your Company.

The Board recommends the passing of the resolution no 5, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 5. The Nomination & Remuneration Committee of the Board and the Board of Directors has already approved the remuneration. None of the Directors and their relatives, except Smt. Aruna Oswal, is interested or concerned in the resolution.

ITEM NO.6

Shri Anil Bhalla was appointed as CEO & Managing Director of the company and his tenure is going to complete on 31st March, 2017. The Board of the Company proposed to re-appoint Shri Anil Bhalla as CEO & Managing Director of the Company for a further period of three years w. e. f. 1st April, 2017 to 31st March, 2020 on the salary and perquisites as mentioned above in the notice, without any modification in the existing salary as also recommended by the Nomination & Remuneration Committee of the Board in its meeting held on 30th May, 2016 and the same was approved by the Board of Directors also in their meeting subject to approval of Shareholders of the Company by way of Special Resolution in the forthcoming Annual General Meeting of the Company. Remuneration of Shri Anil Bhalla was fixed by the Nomination & Remuneration Committee and Board of Directors of the company is within the limit as per Schedule V of the Companies Act, 2013.

The Board recommends the passing of the resolution no. 6, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 6. The Nomination & Remuneration Committee of the Board and the Board of Directors has already approved the remuneration. None of the Directors and their relatives, except Shri Anil Bhalla, is interested or concerned in the resolution.

The Information as required under Schedule V of the Companies Act, 2013 to be provided in the explanatory statement of the notice of the AGM is given hereunder:

I. GENERAL INFORMATION

1	Nature of Industry	Real Estate, Investment Activities			
2	Date of expected date of commencement of commercial production	Not Applicable, Company is an existing company involved in the businesses of Real Estate, Investment Activities			
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	Particulars	FY 15-16	FY 14-15	FY 13-14
		Total Revenue	46175.81	8571.67	14576.68
		Profit After Tax	3789.64	3730.04	7162.59
5	Foreign investments or Collaborators, if any	The company promoted M/S Oswal Engineering Ltd in UAE as wholly owned subsidiary.			

II. INFORMATION ABOUT THE APPOINTEES:

1. Background Details

Smt. Aruna Oswal	Shri Anil Bhalla
Smt. Aruna Oswal is the wife of famous Industrialist Shri Abhey Kumar Oswal. She holds the degree of Master of Arts. She is associated with the company since long time. The Oswal's under her leadership donated US \$ 3.2 Million to Lions Club International for establishing 4 Mega Eye Care hospitals in India. She is presently a board appointee Lions Club International Foundation serving as vice Chairperson steering Committee. She is head trustee of Loomba Foundation in India. The Foundation works majorly to provide education to children of widows and program of women empowerment. She is acting as a Co-president and international trustee to World Council of Religion for Peace. She is also representing as Vice President to the World Jain Confederation and supporting their philosophy which benefits the community at large. She is representing the Board on Women Task Force at PHD family welfare. Smt. Aruna Oswal is always proud of Shri Abhey Oswal who has remained with her throughout her success.	Shri Anil Bhalla is a graduate from commerce stream. He is Director on the Board of the Company since long time. He is commerce Graduate. He is actively associated with the company at all level. The valuable guidance provided by him from time to time contributed immensely to the growth of the company. Due to his dedication and expertise in the field of administration and liaison the Board of the company has decided to appoint him as whole time Director in the year 2000. He is closely associated with the company. He is a Director on the board of Oswal Agro Mills Limited and he is also the Director on the board of Lucky Star Entertainment Limited. Due to his involvement in all company matters and day to day affairs the Board decided to appoint him as Managing Director of the Company from July, 2012 and thereafter the Board has also appointed him as the CEO and Managing Director of the Company.

**2. Past Remuneration**

Years	Smt. Aruna Oswal (In Rs.)	Shri Anil Bhalla (In Rs.)
2013-14	NIL	16,520,000/-
2014-15	NIL	16,520,000/-
2015-16	NIL	16,520,000/-

3. Recognition or awards**Smt. Aruna Oswal**

- The highest award of association "Ambassador of Association" by Lions Club International Foundation.
- Mother Teresa Life Time Achievement Award by Mother Teresa International Award Committee.
- "Jain Ratna Award" by the former Prime Minister of India Hon'ble Shri Atal Bihari Vajpayee.
- She has been honoured by the worthy hands of former President Honble Late Shri APJ Abdul Kalam for her good work for the community.
- She has been honoured as a Women of Substance by Smt. Kiran Bedi.

4. Job Profile and her/his suitability

Smt. Aruna Oswal (Whole time Director)	Shri Anil Bhalla (CEO & Managing Director)
Smt. Aruna Oswal is appointed as additional cum Whole time Director and Chairperson of the company w. e. f. 01.06.2016 for the period of three years as set out in the resolution.	Shri Anil Bhalla is re-appointed as CEO and Managing Director of the company for further period of 3 years w. e. f. 01.04.2017 to 31.03.2020, as set out in the resolution.

5. Remuneration proposed

In case of inadequacy of profits, minimum remuneration shall be as stated here in above at item no 5 and 6 of the Notice.

The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the Special Resolutions in this regard.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)

The remuneration payable to Whole-time Director and CEO & Managing Director have been benchmarked with the remuneration being drawn by similar positions in Real Estate/Investment Business and have been considered by the Nomination & Remuneration Committee of the Company at their meetings held on 30th May, 2016

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.

The Whole time Director has pecuniary relationship directly or indirectly with the Company because she is one of the promoters of the Company.

The Managing Director has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration.

III. OTHER INFORMATION**1. 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. This is an enabling provision for payment of remuneration in the event of loss / inadequate profits.

2. Steps taken or proposed to be taken for improvement:

The Company is taking all necessary steps to increase their profits.

3. Expected increase in productivity and profits in measurable terms: Not Applicable

By Order of the Board of Directors
For OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 06.08.2016

H K Gupta
Company Secretary



DIRECTORS' REPORT

To
The Members,
Oswal Greentech Limited

Your Directors now submit the report of the business and operations of Company, along with the audited financial statements, for the financial year ended 31st March, 2016. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

Shri. Abhey Kumar Oswal, our founder Chairman left for his heavenly abode on 29th March, 2016 in Russia where he was exploring new business opportunities for the Company. He was truly a visionary leader who devoted his life for the growth and development of the Company and its business.

The Board of Directors take on record the immeasurable contribution made by Shri. Abhey Kumar Oswal in the growth of the Company. His untiring efforts have led the Company to be amongst the most successful, growth oriented and respected companies in the country. After promoting this Company at his early age, he had set up the urea plant at Shahjahanpur in Uttar Pradesh in a record time and had moved to set up Asia's largest Di-Ammonium Phosphate (D.A.P) plant at Paradeep in Orissa. It was under his dynamic leadership that the Company became the largest fertilizer Company in the Country.

He provided a strong leadership to the Company and the board of directors, management and other employees will always feel the vacuum created by his sudden death.

The Board of Directors have now elected Smt. Aruna Oswal as the Chairperson of the Company. Smt. Aruna Oswal comes from a business family and was actively engaged in the management and running of business concerns prior to her appointment in Oswal Greentech Limited as Additional Director. She is International Director in Lions Club International and is widely travelled across the globe. She will continue to implement the vision and ideology of Shri Abhey Kumar Oswal.

FINANCIAL RESULTS

The summary of operating results for the year is given below:-

(₹ in Lacs)

Particulars	2015-16	2014-15
Gross Profit before Depreciation and Tax	5330.44	5117.87
Depreciation	239.03	305.96
Profit/(Loss) before Tax	5091.41	4811.91
Tax	1301.77	1081.87
Profit/(Loss) after Taxation	3789.64	3730.04
Add : Balance brought forward from last year	(4452.70)	(8169.99)
Less: Adjustment for Depreciation	—	12.75
Balance in Profit/(Loss) Accounts	(663.06)	(4452.70)

REVIEW OF OPERATIONS & FUTURE OUTLOOK

During the year, the Company carried on the activities of development of real estate, securities trading and investments. The Company earned a profit before tax of ₹ 5091.41 Lacs and profit after tax of ₹ 3789.64 Lacs as against a profit before tax of ₹ 4811.91 Lacs and profit after tax of ₹ 3730.04 Lacs in the previous year.

The Company's residential complex at Ludhiana under joint development is progressing well within the stipulated time and is expected to be ready for delivery in time in 2017-18. This project consists of the development of an integrated residential complex of 532 residential units along with all modern facilities.

This residential project is quite prestigious and will open many opportunities for the Company in the real estate sector. The future outlook is very encouraging.

SUBSIDIARY COMPANY AND ASSOCIATES

Subsidiary

The Company has one subsidiary, namely, Oswal Engineering Limited at UAE.

Associate

The Company has one associate namely M/s News Nation Network Private Limited.

The Accounting of Subsidiary and Associate have been done in consolidated financial statements in accordance with the relevant accounting standards.

PUBLIC DEPOSITS

The Company has not accepted or renewed any deposits within the meaning of Section 73 to 76 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

DIVIDEND

Your directors are not recommending any dividend in view of requirements of funds for various projects being undertaken by the Company.

MATERIAL CHANGES

There are no material changes to report for.



STATUTORY AUDITORS AND THEIR REPORT

M/s T R Chadha & Co, Chartered Accountants, (Registration No. 006711N), the Statutory Auditors of the Company has converted their partnership firm into Limited Liability Partnership and thus changed their constitution w.e.f. 28th December, 2015 and are known as M/s T R Chadha & Co LLP (A Limited Liability Partnership with LLP Identification No. AAF-3926). They are the Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Auditors' Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITORS AND THEIR REPORT

M/s C T & Company, New Delhi, Practicing Company Secretaries, were appointed to conduct the secretarial audit of the Company for the F.Y. 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit Report for F.Y. 2015-16 forms part of the Annual Report as Annexure-I to the Board's Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

The extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with rule 12 of the Companies (Management & Administration) Rules, 2014 is furnished in Annexure-II and is attached to this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Shri Anil Bhalla (DIN: 00587533) and Shri Atul Kulshrestha (DIN: 00194733) directors of the Company, who retire by rotation and being eligible, offer themselves for re-appointment. The Board of Directors recommend their re-appointment.

As required under Regulation 36 of SEBI Listing Regulations, 2015 the requisite information of Shri Anil Bhalla and Shri Atul Kulshrestha, inter alia, in the nature of brief resume, nature of expertise, companies in which they hold directorship/memberships of Board Committees, shareholding in all Companies, forms part of the Notice of the Annual General Meeting.

Pursuant to provision of section 196,197, 203 read with Schedule V of the Companies Act, 2013 Smt. Aruna Oswal is appointed as additional director and chairperson of the Company w.e.f. 2nd April, 2016 and thereafter, she is appointed as additional cum whole time director and chairperson of the Company for the period of three years w.e.f. 1st June, 2016 to 31st May, 2019 subject to the approval of members by way of special resolution in the ensuing Annual General Meeting of the Company.

Pursuant to provision of section 196,197, 203 read with Schedule V of the Companies Act, 2013 the Board of directors propose to re-appoint Shri Anil Bhalla as CEO & Managing Director of the Company for a further period of three years w.e.f. 1st April, 2017 to 31st March, 2020 subject to the approval of members by way of special resolution in the ensuing Annual General Meeting of the Company without any modification in the salary last drawn by Shri Anil Bhalla in his current tenure of CEO & Managing Director of the Company.

Details of the proposal for the appointment/re-appointment of above Directors are mentioned in the Explanatory Statement under section 102 of the Companies Act, 2013 of the Notice of the ensuing Annual General Meeting of the Company.

Shri Abhey Kumar Oswal is no more on the Board of the Company w.e.f. 29.03.2016 due to his death.

DECLARATION ON INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director u/s 149 (7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 sub-section 3 (c) and sub-section (5) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, it is hereby stated and confirmed that:

- i. in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;
- iii. that directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the directors had prepared the annual accounts on a going concern basis and;
- v. that the directors had laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. that directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDIT COMMITTEE

The powers, role and terms of reference of the Audit Committee are in consonance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee comprises of Four Non-Executive Directors, out of them three are Non-Executive Independent Directors.