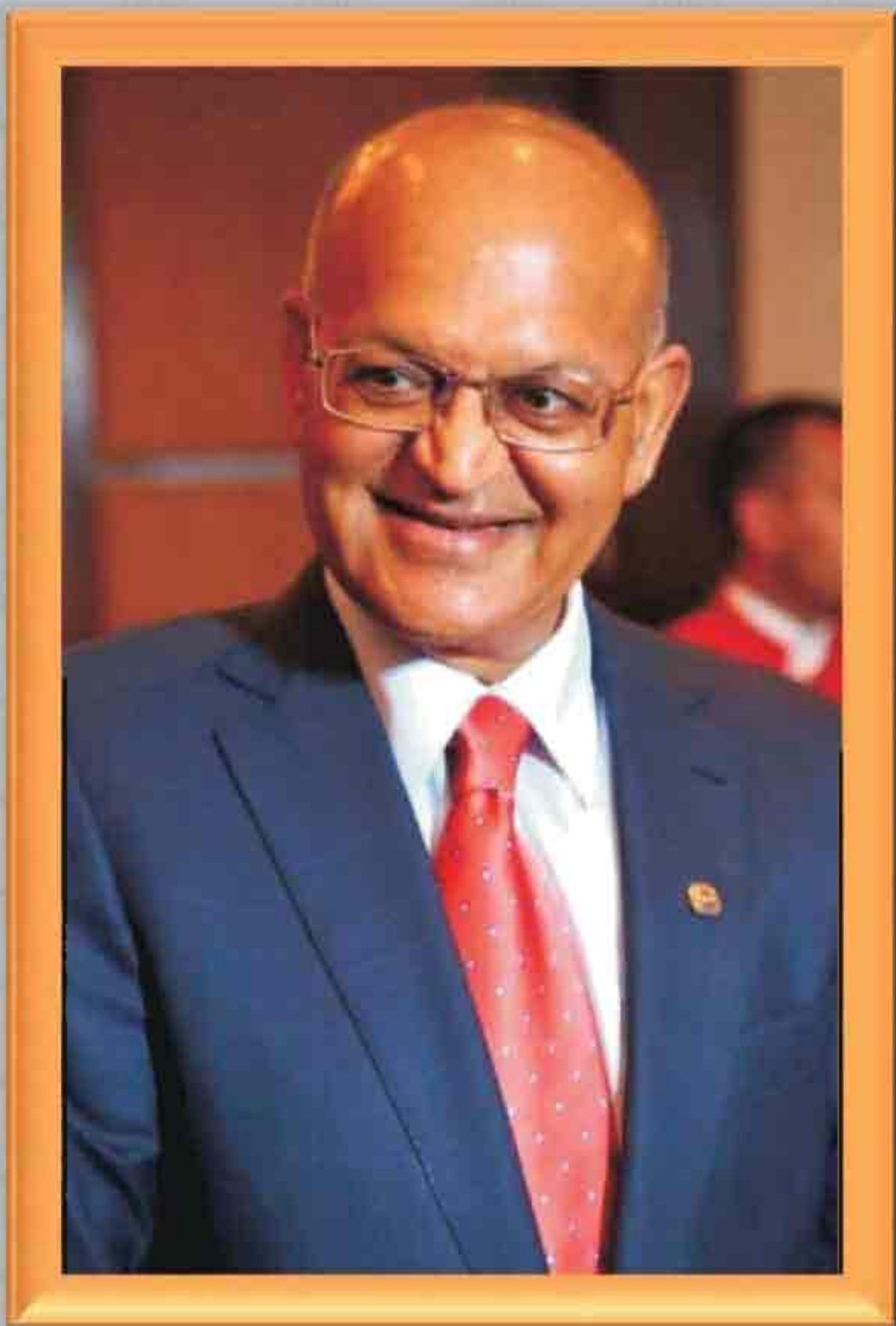




OSWAL GREENTECH LIMITED

ANNUAL REPORT

2 0 1 6 - 1 7



Hon'ble Shri Abhey Kumar Oswal

COMPANY INFORMATION (CIN- L24112PB1981PLC031099)

BOARD OF DIRECTORS

Smt. Aruna Oswal – Whole Time Director & Chairperson
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

Axis Bank Limited
HDFC Bank Limited
Syndicate Bank
RBL Bank Limited

AUDITORS

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

REGISTERED OFFICE

Near Jain Colony, Vijay Inder Nagar,
Daba Road, Ludhiana - 141 003 (Punjab)
Phone No. +91-161-2544238
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: +91-11-26812683
E-mail – admin@skylinerta.com

CONTENTS

	Page No.
Notice of the Meeting	02
Directors' Report	07
Corporate Governance Report	23
Management Discussion and Analysis	32
Independent Auditors' Report	34
Balance Sheet	38
Statement of Profit & Loss	39
Cash Flow Statement	40
Notes	42
Directors' Report, Auditors' Report and Financial Statement of Subsidiary Company	73
Auditors' Report on Consolidated Accounts	75
Consolidated Financial Statement	78

OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L24112PB1981PLC031099

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

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

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

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

NOTICE OF THE MEETING

Notice is hereby given that the 35th Annual General Meeting of the Members of Oswal Greentech Limited will be held on Thursday, the 28th day of September 2017 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 Audited Financial Statements (including Consolidated Financial Statements) as on 31st March, 2017 together with the Report of the Board of Directors and the Auditors thereon.
- To re-appoint Smt. Aruna Oswal (DIN: 00988524), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
- To appoint Statutory Auditors and to 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 thereunder M/s Agarwal & Dhandhanania, Chartered Accountants (ICAI Firm Registration No. 125756W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company subject to the annual ratification by the members of the Company in each Annual General Meeting to be held hereafter during the tenure of appointment 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:

- INCREASE IN REMUNERATION OF SMT. ARUNA OSWAL (DIN: 00988524) AS WHOLE TIME DIRECTOR AND CHAIRPERSON OF THE COMPANY W.E.F. 1st JANUARY 2017**

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 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 members of the Company, be and is hereby accorded to the increase in remuneration of Smt. Aruna Oswal, Whole-time Director and Chairperson of the Company w.e.f. 1st January, 2017 for her remaining tenure on salary, allowances and perquisites as mentioned hereunder:

1. Salary:

Basic Salary:	Rs.10,00,000/- per month w.e.f. 1 st January 2017 (with an annual scale of Rs.1,20,00,000/-)
Medical Allowance	Rs.10,00,000/- p.a. as per the policy of Company
Leave Travel Concession	Upto one month's basic salary p.a. as per the policy of Company

2. Perquisites:

Accommodation	Rent free accommodation at Oswal House No.3, Tilak Marg, New Delhi- 110001 along with reimbursement of other household expenses.
Insurance	Accidental & Health Insurance Policy as per the policy 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, be and are hereby authorized to vary or increase the remuneration in the said agreement 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 agreement 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 agreement for change in remuneration 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.

- INCREASE IN REMUNERATION OF SHRI ANIL BHALLA (DIN 00587533) AS CEO & MANAGING DIRECTOR OF THE COMPANY W.E.F. 1st JANUARY 2017.**

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 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 members of the Company, be and is hereby accorded to the increase in remuneration of Shri Anil Bhalla, CEO & Managing Director, of the Company w.e.f. 1st January 2017 for his remaining tenure on salary, allowances and perquisites as mentioned hereunder:

1. Salary:

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 the policy of Company
Leave Travel Concession	Upto one month's Basic Salary p.a. as per the policy of Company

2. Perquisites:

House Rent Allowance	50% of basic salary i.e., Rs.5,00,000/- per month w.e.f.1 st January, 2017
Insurance	Accidental & Health Insurance Policy as per the policy 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 leave as per the policy 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 agreement 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 agreement between the company and Shri Anil Bhalla 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 Shri. Anil Bhalla. CEO & Managing Director, the remuneration set out in the aforesaid agreement 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
OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 09.08.2017

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 22nd September 2017 to 28th September 2017 (both days inclusive).
- Cut - Off Date:
i) The notice is being sent to all the members, whose name appears as on 11th August, 2017 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of the Company.
ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, 21st September, 2017 (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 Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for appointment of the Director(s)/ re-appointment of the retiring Director(s), a statement containing details of the concerned Director(s) is provided herewith.
- 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). As a part of initiative taken by the Company, the interested members may open a demat account free of cost with NSDL under an exclusive offer from Religare Securities Limited to the members of 'OSWAL GREENTECH LIMITED'. Interested members simply need to give a missed call at 011-66781414 to Religare Securities Limited and may avail the exclusive festive offer.**
- 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-1, 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.

Oswal Greentech Limited

15. Members' holding shares in physical form may write to the Company for any change in their address, bank mandates and all other matters. While Members holding shares in electronic form are requested to provide/intimate all changes with respect to their Bank Details, Mandate, Power of Attorney or address for correspondence to their respective Depository Participant (DP). These changes will be automatically reflected in the Company's records through Electronic Connectivity with NSDL/CDSL.
16. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
17. The SEBI (Securities Exchange Board of India) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the company Registrar and 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 DP ID number.
19. The Notice of the AGM and instructions for e-voting along with the Attendance Slips and Proxy Forms is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode. Members may note that the Notice of the 35th Annual General Meeting and the Annual Report 2016-17 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, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (Remote e-voting) to all its members. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide Remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this Remote e-voting facility is optional and not mandatory. The process and manner of Remote E-Voting are as under:-
 - A. In case, member receive e-mail from NSDL (for Members whose e-mail 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 e-mail addresses are not registered with the Company/Depository Participant(s)), the "USER-ID" and initial "PASSWORD" for remote e-voting is provided on the covering letter enclosed with Annual Report.
 - C. In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) and (b), then they shall contact the NSDL on toll free no. 1800-222-990.
 - D. 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. 21st September, 2017.
 - 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.
 - E. 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.
 - F. The remote e-voting period shall commence on Monday, 25th September, 2017 (9.00 A.M.) and ends on Wednesday, 27th September, 2017 (5.00 P.M.). Thereafter the remote e-voting facility will be blocked.
 - G. 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 21st September, 2017, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
 - H. 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
 - I. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication.

- J. 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.
- K. The Company has appointed Shri Paramnour 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.
- L. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers and there after un-lock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.
- M. The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.oswalgreens.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to Stock Exchange.

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

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

1. Smt. Aruna Oswal

Smt. Aruna Oswal has been appointed as Whole-Time Director and Chairperson of the company w. e. f. 1st June 2016 for the period of three years in the Company. She is the wife of famous Industrialist Late 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 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. She is a director on the Board of Oswal Agro Mills Limited, Lions Co-ordination Committee of India Association, Lions India Education Promotion Council, Follow Your Dream Foundation India And Sohanna International Private Limited. She is one of the promoter of the company and holding 5,15,44,618 equity shares in the company.

EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESSES

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

ITEM NO 4:

Smt. Aruna Oswal has been appointed as Whole-Time Director and Chairperson of the Company w. e. f. 1st June 2016 for the period of three years, as approved by the Shareholders of the Company in its meeting held on 29th September 2016 by way of Special Resolution. Due to her dedication and best efforts and supports to the company at this stage the Nomination & Remuneration Committee of the Board has re-consider and propose to the Board of Directors for increase in the Remuneration of Smt. Aruna Oswal w.e.f. 1st January 2017 for the remaining tenure of her service, as per the terms of her appointment, which was further approved by the Board of Directors of the Company in their meeting held on 14th February 2017, subject to approval by Shareholders in the ensuing Annual General Meeting of the Company. The 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 Board recommends the passing of the resolution no.4, by way of Special Resolution as per requirement of Companies Act, 2013 for your approval as set out in the notice at item no 4. None of the Directors and their relatives, except Smt. Aruna Oswal, is interested or concerned in the resolution.

ITEM NO.5

Shri Anil Bhalla was re-appointed as CEO & Managing Director of the Company for a period of three years w. e. f. 1st April 2017 to 31st March 2020 on the same remuneration as approved by the Shareholders of the Company by way of Special Resolution in its General Meeting held on 29th September 2016. Due to significant involvement of Shri Anil Bhalla in the Company business, routine matters, his personal dedication and un-tiring efforts to promote the company as well as current market scenario, the Nomination & Remuneration Committee of Board has decided to increase his remuneration & perquisites w.e.f. 1st January, 2017 for his remaining tenure of service, which was further approved by the Board of Directors of the Company in its meeting held on 14th February 2017 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. 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. 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	Expected date of commencement of commercial production	Not Applicable, Company is an existing company involved in the businesses 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 (Rs. in lakhs)			
4	Financial performance based on given indicators	Particulars	FY 16-17	FY 15-16*	FY 14-15
		Total Revenue	10502.60	46120.86	8571.67
		Profit After Tax	4671.91	3566.62	3730.04
		*The given figures for FY 15-16 are re-stated on the basis of IND-AS as adopted by the Company in the financial year under reference.			
5	Foreign investments or Collaborators, if any	The Company promoted M/s Oswal Engineering Ltd in UAE as wholly owned subsidiary. Now, the Company has decided to liquidate its wholly owned subsidiary and this process is under progress.			

Oswal Greentech Limited

II INFORMATION ABOUT THE APPOINTEES:

1. Background

Smt Aruna Oswal	Shri Anil Bhalla
Smt. Aruna Oswal is the wife of famous Industrialist Late 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.	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 News Nation Network Private Limited. Due to his involvement in all company matters and day to day affairs, the Board has appointed him as Managing Director of the company from July, 2012 and thereafter, he was also appointed as CEO and at present, he served the Board as a CEO and Managing Director of your company.

2. Past Remuneration

(₹ in Lakhs)

Years	Smt Aruna Oswal	Shri Anil Bhalla
2014-15	NIL	165.20
2015-16	NIL	165.20
2016-17	152.09	177.80

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 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 and Chairperson)	Shri Anil Bhalla (CEO & Managing Director)
Smt. Aruna Oswal is acting as Whole Time Director and Chairperson of the Company w. e. f. 01.06.2016.	Shri Anil Bhalla is continuously acting as CEO and Managing Director of the company.

5. Remuneration proposed

In case of inadequacy of profits, minimum remuneration shall be as stated here in above at item no 4 and 5 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 14th February, 2017.

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 also 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
OSWAL GREENTECH LIMITED

H K Gupta
Company Secretary

Place : New Delhi
Date : 09.08.2017

DIRECTORS' REPORT

To
The Member,
Oswal Greentech Limited

The Board of Directors presents the Company's 35th Annual Report together with the Audited Financial Statements for the Financial Year ended March 31st 2017.

FINANCIAL RESULTS

We share with you our 35th Annual Report, together with the statement of Audited Financial statements for the year ended March 31st 2017. The Company's performance grouped in accordance with the new accounting standards Ind-AS (Indian Accounting Standards), is summarized below:

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

(₹ in Lakhs)

Particulars	2016-17	2015-16
Gross Profit before Depreciation and Tax	3040.78	5107.42
Depreciation	234.98	239.03
Profit before Tax	2805.80	4868.39
Tax	(1866.11)	1301.77
Profit/loss after taxation	4671.91	3566.62
Add : Balance brought forward of retained earnings	4654.80	1088.18
Balance in Profit & Loss Account	9326.71	4654.80

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 Rs.28.06 Crores and profit after tax of Rs. 46.72 Crores as against a profit before tax of Rs. 48.68 Crores and profit after tax of Rs. 35.67 Crores in the previous year. The increase in the Profits after tax is due to credit of deferred tax and MAT entitlement.

The company Project of residential complex at Ludhiana is nearing completion and we expect to hand it over to the buyers in first half of year 2018. This residential project has been completed as per schedule and after the handover the company will take up other projects for development. During the year, the Company has received income from interest on investments. The future outlook remains positive and encouraging.

SUBSIDIARY COMPANY AND ASSOCIATES

Subsidiary

The company has one subsidiary, namely, Oswal Engineering Limited at UAE. The Board of Directors of the Company has decided in its meeting to voluntary wind up this Subsidiary Company in the interest of the business. The necessary step has already been taken and matter is under process.

Associate

During the year, the company has one associate namely M/s News Nation Network Private Limited. The Company has disposed off all the investments made in its associate during the period under reference. As on year end date, M/s News Nation Network Private Limited was not an associate of the Company.

The Accounting of Subsidiary Company is 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

As a prudent economic measure and in-order to conserve the scarce liquid resources of the Company, the Directors do not recommend any dividend for the period under review.

MATERIAL CHANGES

Due to sudden demise of Shri Abhey Kumar Oswal, his holdings in the Company comprising 11.11% Equity Shares were transmitted to Smt. Aruna Oswal as per his nomination.

STATUTORY AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the tenure of current auditors - M/s T R Chadha & Co LLP (A Limited Liability Partnership with LLP Identification No. AAF-3926), shall come to an end at the conclusion of forthcoming AGM. Accordingly, M/s Agarwal & Dhandhania, Chartered Accountants (Firm Registration No. 125756W) have been recommended by the Audit Committee and by the Board to be appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the

Oswal Greentech Limited

ensuing 35th Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company to be held in the calendar year 2022, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be decided by the Board. They being eligible have consented and offered themselves for appointment as Statutory Auditors for conducting audit of accounts for five consecutive financial years starting from 2017-18.

Your Company has received necessary certificate from the Statutory Auditor to this effect that their appointment, if made, will be in accordance with the provisions of Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

As per the recommendation of the Audit Committee, the Board of Directors proposes the appointment of M/s Agarwal & Dhandhan, Chartered Accountants as Statutory Auditors of the Company.

Further, there are no observations (including any qualification, reservation, adverse remark or disclaimer) of the existing Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with rules, M/s CT & Company, Company Secretaries, New Delhi, were appointed as the Secretarial Auditors of the Company for the Financial Year 2016-17. The copy of Secretarial Audit Report is annexed to the Board Report as an Annexure-I.

There are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in the Report issued by them for the financial year 2016-17 which call for any explanation from the Board of Directors.

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 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, Smt. Aruna Oswal (DIN: 00988524), director of the Company, who retires by rotation and being eligible, offers herself for re-appointment. The Board of Directors recommends her re-appointment.

As required under Regulation 36 of Listing Regulations, the requisite information of Smt. Aruna Oswal inter alia, in the nature of brief resume, nature of expertise, companies in which she holds 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, the Nomination Committee of Board and Board of Directors has approved the increase in Remuneration of Smt. Aruna Oswal, Whole Time Director, w.e.f. 1st January 2017 for her remaining tenure, 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 Nomination Committee of Board and Board of Directors has approved the increase in Remuneration of Shri Anil Bhalla, CEO & Managing Director, w.e.f. 1st January 2017 for his remaining tenure, subject to the approval of members by way of special resolution in the ensuing Annual General Meeting of the Company.

Details of the proposal for the 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.

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 Listing Regulations.

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.