

Annual Report 2019-20



OSWAL GREENTECH LIMITED



Hon'ble Shri Abhey Kumar Oswal

COMPANY INFORMATION (CIN-L24112PB1981PLC031099)

BOARD OF DIRECTORS

EXECUTIVE NON-INDEPENDENT DIRECTORS

Dr. Aruna Oswal - Chairperson & Wholetime Director

Shri Anil Bhalla - CEO & Managing Director

NON-EXECUTIVE INDEPENDENT DIRECTORS

Shri Krishan Chand Bajaj

Shri Anand Agrawal

Smt. Bina Sharma

Shri Ayussh Sanghi

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sonal Malhotra

CHIEF FINANCIAL OFFICER

Shri Vipin Vij

BANKERS

HDFC Bank Limited

Canara Bank

(earlier Syndicate Bank now merged in Canara Bank)

RBL Bank Limited

STATUTORY AUDITORS

M/s Agarwal & Dhandhanian,
Chartered Accountants

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 Private Limited
D-153/A, First Floor,

Okhla Industrial Area,

Phase-I, New Delhi-110020

Ph: +91-11-40450193-97

E-mail – compliances@skylinerta.com

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OSWAL GREENTECH LIMITED

Corporate Identification No. (CIN) - L24112PB1981PLC031099

Regd. Office: Near Jain Colony, Vijay Inder Nagar, Daba Road, Ludhiana - 141003 (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 38th Annual General Meeting (AGM) of the Members of Oswal Greentech Limited will be held on Thursday 24th day of September 2020 at 12.00 P.M. (IST) through video conferencing ("VC") /other Audio - Visual Means ("OAVM"), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone IND AS financial statements of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint Shri Anil Bhalla (DIN 00587533), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

By Order of the Board
For OSWAL GREENTECH LIMITED

Place : New Delhi
Date : 28.08.2020

Sonal Malhotra
Company Secretary

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular no. 20/2020 dated 5th May 2020 read with circular no. 14/2020 dated 8th April 2020 and circular no. 17/2020 dated 13th April 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 permitted the holding of the AGM through VC/ OAVM, without the physical presence of Members. In compliance with the provisions of the Act and SEBI Circular, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at oswal@oswalgreens.com to attend and vote at the AGM.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice of 38th AGM and the Annual Report 2019-20 will also be available on the Company's website www.oswalgreens.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Shareholders are requested to follow the process as guided below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

Physical Holding: Member may send an e-mail request to the Company at oswal@oswalgreens.com or to its RTA - Skyline Financial Services Private Limited at compliances@skylinerta.com along with

- 1) scanned copy of the signed request letter mentioning your Name, Folio Number, Share Certificate Number, complete address, email address and mobile number, and
- 2) scanned copy of self-attested PAN card.

Demat Holding: Members holding shares in dematerialized mode are requested to register/update their email addresses with their relevant Depository Participant.

In case of any queries/difficulties in registering the e-mail address, Members may write to oswal@oswalgreens.com or compliances@skylinerta.com.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September 2020 to 24th September 2020 (both days inclusive).
6. All the documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts & Arrangements in which directors are interested under section 189 of the Companies Act, 2013 shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting.

7. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at cs@oswalgreens.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
8. As required under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards-2 on General Meetings details in respect of Director seeking re-appointment at the AGM, a statement containing details of the concerned Director(s) is provided herewith. Director seeking reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.
9. **Cut - Off Date:**
The cut-off date for the purpose of voting (including remote e-voting) is Thursday, 17th September, 2020. The voting rights of Members shall be in proportion to their shares in the paid - up equity share capital of the Company as on the cut-off date and a person who is not a Member as on cut-off date should treat the Notice for information purpose only.
10. The members are requested to write at least 10 days prior to the date of meeting, any information which they desire on the Financial Statements or any other matter to placed at AGM, to enable the management to keep the information ready.
11. **Company's Equity Shares are compulsory traded in Demat Form and therefore, shareholders are requested to get their shares dematerialized by opening an account with a Depository Participant through "National Securities Depository Ltd" (NSDL) or "Central Depository Services (India) Ltd" (CDSL).**
12. In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of shares, the processing of requests for effecting transfer of shares held in physical form is not allowed with effect from April 01, 2019. The Securities and Exchange Board of India vide its press release dated March 27, 2019 had clarified that the transfer deed(s) once lodged prior to deadline of April 01, 2019 and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholding. Accordingly, the Investors may send the documents for dematerialisation 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.
13. 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.
14. 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.
15. 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.
16. The SEBI (Securities Exchange Board of India) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company Registrar and Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd.
17. 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.
18. 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. (e-mail ID : compliances@skylinerta.com) 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.
19. The Board of Directors have appointed CA Paramnoor Singh, Chartered Accountant in Practice (Membership No. 515572 and Managing Partner of M/s R. Arora & Associates (Firm Registration No. 005035N) as the Scrutinizers, for conducting the e-voting (insta poll) and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at AGM, will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company who shall countersign the Scrutinizer's Report and shall declare the result forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
21. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.oswalgreens.com) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
22. **Dispatch of Annual Report & Notice of AGM through electronic mode**
 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, which deals with convening of extra-ordinary general meetings (EGM) issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, clarification on holding AGM through VC/OAVM, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

- Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- As per the Secretarial Standard 2 on General Meetings issued by ICSI, the quorum shall be present throughout the meeting/AGM and therefore, the attendance of members attending the AGM through VC/OAVM and present throughout the AGM shall only be considered/ counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL and facilitated by RTA. The company has engaged its RTA – Skyline Financial Services Private Limited for making necessary arrangements and conducting the AGM through VC/OAVM using their platform.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.oswalgreens.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
- AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April 2020 and MCA Circular No. 17/2020 dated 13th April 2020 and MCA Circular No. 20/2020 dated 05th May 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 21st September 2020 at 09:00 A.M. and ends on Wednesday, 23rd September 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

Details on Step 1 is mentioned below:

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

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

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

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

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 oswal@oswalgreens.com

- 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 oswal@oswalgreens.com

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- Those shareholders who have registered themselves as a speaker at least 48 hours before the scheduled time of the meeting shall only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon availability of time.

INFORMATION REQUIRED TO BE FURNISHED IN PURSUANCE OF REGULATION 36 OF SEBI LISTING REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS

The particulars of the Director who are proposed to be re-appointed (item no. 2 of the notice) are as given below:

| | |
|---|---|
| Name of Director to be Re-Appointed | Shri Anil Bhalla |
| Directors Identification Number (DIN) | 00587533 |
| Date of Birth | 3 rd December 1949 |
| Date of Appointment on the Board of the Company | 17 th August 1989 |
| Qualifications | B. Com |
| Expertise in specific functional areas | Wide experience in commercial and general administration |
| Relationships between directors inter-se | None |
| Directorships held in other listed companies | Oswal Agro Mills Limited |
| Committee Membership/Chairmanship in other listed companies | Oswal Agro Mills Limited – • Chairperson of Stakeholders Relationship Committee • Member of CSR Committee • Member of Share Transfer Committee |
| Number of shares held in the Company | Nil |

By Order of the Board
For OSWAL GREENTECH LIMITED

Place : New Delhi
Dated : 28.08.2020

Sonal Malhotra
Company Secretary

DIRECTORS' REPORT

To
The Member,
Oswal Greentech Limited

The Board of Directors presents the Company's 38th Annual Report together with the Audited Ind-AS Financial Statements for the Financial Year ended 31st March 2020.

FINANCIAL RESULTS

We share with you our 38th Annual Report, together with the statement of Audited Ind-AS Financial statements for the year ended 31st March 2020. 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 Lakh)

| PARTICULARS | 2019-20 Financial Year | 2018-19 Financial Year |
|--|---------------------------|---------------------------|
| Revenue from Operations | 1,830.99 | 2,131.98 |
| Other Income | 9,884.61 | 9,118.46 |
| Total Revenue | 11,715.60 | 11,250.44 |
| Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense | 12,971.46 | 7,065.73 |
| Less: Depreciation/Amortisation | 392.83 | 175.73 |
| Profit before Finance Costs, Exceptional items and Tax Expense | 12,578.63 | 6,890.00 |
| Less: Finance Costs | 118.61 | 30.42 |
| Profit before Exceptional items and Tax Expense | 12,460.02 | 6,859.58 |
| Less: Exceptional items | 2,277.27 | - |
| Profit before Tax Expense | 10,182.75 | 6,859.58 |
| Less: Tax Expense (Current & Deferred) | 3,037.02 | 2,051.78 |
| Profit for the year | 7,145.73 | 4,807.80 |
| Balance of profit for earlier years (Opening Retained Earnings) | 18,458.13 | 13,650.33 |
| Less: Transfer to Reserves | - | - |
| Balance carried forward (Closing Retained Earnings) | 25,603.86 | 18,458.13 |

REVIEW OF OPERATIONS & FUTURE OUTLOOK

Financial Year 2019-20 was an encouraging year for Oswal Greentech Limited. The Company's growth is stable in comparison to previous year and the Company is continuously engaged in the real estate activities. The Company always adhere to achieve best in the industry and try to optimize the cost and its efficiency level which translating into increasing profit margins of the Company. The company earned a profit before tax of Rs. 101.83 Crores and profit after tax of Rs. 71.46 Crores as against a profit before tax of Rs. 68.60 Crores and profit after tax of Rs. 48.08 Crores in the previous year.

The Company's promoted Residential Complex Project at Ludhiana was completed successfully in the Financial Year 2019-20. The Developer had received the occupancy certificate on 21st January 2020. The sale of the flats was in full-swing upto the imposition of nation-wide lockdown announced by Government of India in March, 2020 which created an atmosphere of uncertainties amongst the prospective buyers. The unprecedented worldwide COVID-19 pandemic has hit the country hard and has impacted the already sluggish real estate market in a real bad way. However, the Company expects to sell off the entire project by mid of Financial Year 2021-22 instead of earlier expected target date of 31st March 2021. The project is showing extremely positive response and is currently talk of the real estate market in Ludhiana. The management of the Company is extremely motivated by the positive response of the project and Company is making efforts to explore various other locations for its real estate business to generate greater returns for the Company.

The Company has recognised its share of flats in residential project namely "CENTRA GREENS" in Ludhiana, Punjab promoted by the Company as per the Joint Development Agreement entered into with the developer. The Company is focused on monetization of the flats in Financial Year 2020-21.

During the year, the Company has also received income from interest on Inter-Corporate deposits (ICDs) and investments in mutual funds. The future outlook of the Company remains positive and encouraging considering the fact that economy is picking up pace post the implementation of unlock of the economy in phased manner and declining impact of the COVID-19

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of your Company during the year.

SUBSIDIARY COMPANY AND ASSOCIATES

During the year, the Company has no subsidiary and associates.

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.

TRANSFER TO RESERVE

There is no amount proposed to be transferred to reserves.

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

There are no material changes to report for.

MATERIAL INFORMATION

One of the shareholder of Oswal Agro Mills Limited (OAML) (the entity to which Company is an associate) had filed a petition u/s 241, 242 read with 244 of the Companies Act, 2013 against OAML alleging acts of oppression and mismanagement before the NCLT, Chandigarh. In this petition, the company had also been made a party by virtue of the company being an associate of OAML. OAML and the Company had challenged this petition on grounds of non-maintainability before the Hon'ble Supreme Court of India, on being aggrieved by the orders of NCLT, Chandigarh and NCLAT, New Delhi, and the Apex Court has accepted the contention of OAML and the company and has vide its order dated July 06, 2020 has dropped all the proceeding before Hon'ble NCLT Chandigarh and has set aside the order of Hon'ble NCLAT, New Delhi.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Agarwal & Dhandhanania, Chartered Accountants, Ahmedabad (Firm Registration No. 125756W) were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 35th Annual General Meeting held on 28th September 2017 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 Audit Committee of the Board. However, as per the Companies Amendment Act, 2017, the requirement of annual ratification has been omitted. Accordingly, the ratification of their appointment shall not be placed before the shareholders, in the ensuing Annual General Meeting.

Pursuant to Section 139 and 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate from the Auditors to the effect, inter-alia, that their appointment would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such appointment under the provisions of applicable laws and also that there are no pending proceedings against them or any of their partners with respect to professional matters of conduct.

The Auditors have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.

REPORT OF STATUTORY AUDITORS

M/s Agarwal & Dhandhanania, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the Financial Year 2019-20, which forms part of the Annual Report 2019-20. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Management. 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 2019-20. The copy of Secretarial Audit Report is annexed to the Board Report as an Annexure-I.

Auditors' remarks: The Company is in violation w.r.t. delayed submission of shareholding pattern in terms of Regulation 31 and statement of shareholders complaints in terms of Regulation 13(3) as required under SEBI (LODR) Regulations, 2015 for the quarter or year ended 31st March 2020.

Management comments: The Company had submitted the shareholding pattern in terms of Regulation 31 of SEBI (LODR) Regulations, 2015 with a delay of 1 day and statement of shareholders complaints in terms of Regulation 13(3) of SEBI (LODR) Regulations, 2015 with a delay of 2 days to the Exchange. The company had placed this matter before the Board of Directors of the company in their meeting held on 25th June 2020. The company has always been regular in submission of information and the requisite filings within stipulated time-period to make its investors aware about the company. The Board ensures that due care shall be taken to make the timely submission of all necessary information and filings to the exchange in future.

M/s CT & Company, Company Secretaries have been re-appointed to conduct the secretarial audit of the Company for the Financial Year 2020-21. They have confirmed that they are eligible for the said appointment.

INTERNAL AUDITORS AND THEIR REPORT

In accordance with provisions of section 138 of the Companies act, 2013, the Company has appointed Internal Auditors who directly reports to the Audit Committee. Internal Audit Reports are submitted to the Audit Committee which review the Audit Reports and suggest necessary action.