

OJSWI TRADES INVESTMENT AND FINANCE LIMITED

Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi- 110030

Tel. No.098-108-36602, Fax No. 0124-4699333

CIN: L67120DL1990PLC042059

Website: www.ojswi.com Email Id: corporate.ojswi@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of Ojswi Trades Investment and Finance Limited will be held on Friday 30th September, 2016 at 11.00 a.m. at the Registered office at Kh No. 300, Gopi Ram Building, Sultanpur Village, New Delhi - 110030 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended on 31st March, 2016 including the audited Balance Sheet as on 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Monika Garg (DIN No: 01234107), who retires by rotation and, being eligible, offers herself for re-appointment as a Director of the Company.
3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the ordinary resolution passed by the Members at the 26th Annual General Meeting of the Company and the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, the appointment of M/s. Kapoor Chadha & Associates, Chartered Accountants, having Firm’s Registration No. 024937N as the Statutory Auditors of the Company for the financial year ending March 31, 2017 at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.

Special Business

4. **To Appoint Mr. Vinod Kumar Khanna (DIN: 07489257) as Independent Director of the Company:**

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vinod Kumar Khanna (holding DIN: 07489257), who was appointed as an Additional Director of the Company and holds the office until the conclusion of ensuing Annual General Meeting and pursuant to section 161 of Companies Act, 2013, (the “Act”), the companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act or Rules framed there-under and in respect of whom the Company has received a notice from a member under section 160 of the companies Act, 2013, proposing his candidature, for appointment as a Director of the Company be and is hereby

appointed as an Independent Director of the Company to hold the office for a period of five years till August 02, 2021.

By order of the Board of Directors
For **Ojswi Trades Investment and Finance Limited**

Place: New Delhi
Date: August 26, 2016

Sd/-
Rachita Garg
Company Secretary

Notes:

1. A member entitled to attend and vote at the annual general meeting of the company is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member.
2. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.
3. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll
4. The relevant documents referred to in the accompanying Notice will be open for inspection by the Members at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).
6. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic /demat form, the nomination may be filed with the respective Depository Participant.
7. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
8. The Notice of the Annual General Meeting is sent to all shareholders by Courier, whose names appear in the Register of Members as on August 26, 2016.
9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website **www.ojswi.com** for their download.
11. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE411E01013.
12. Members / Proxies are requested to bring attendance-Slip along with their copy of Annual Report to the Meeting.
13. Voting through electronic means:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

- (b) **The remote e-voting period commences at 9.00 a.m on Tuesday, 27th September, 2016 and ends at 5.00 p.m. on Thursday, 29th September, 2016. .The remote e-voting module shall be disabled by CDSL for voting thereafter.**
- (c) During the remote e-voting period, members of the company, holding shares either in physical form or dematerialized form, as on the cut off i.e Wednesday, 23rd September, 2016, may cast their vote electronically.
- (d) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- (e) Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e Friday, 23rd September, 2016.
- (f) The facility for voting through polling paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through polling paper.
- (g) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (h) Any person who acquires shares of the company and becomes a member of the company after the dispatch of this Notice and holds shares as on the cut-off date i.e Friday, 23rd September, 2016 should follow the instructions of E-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar and Transfer Agent viz. M/s. Link In time India Private Limited.
- (i) The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (j) The procedure and instructions for the voting through electronic means is as follows:
- (1) In case of members receiving e-mail:**
- (i) The shareholders should Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) **IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:**

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|---------|---|--|
| User ID | For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID | Folio Number registered with the Company |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. | |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. | |

| | |
|--------------|--|
| Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |
|--------------|--|

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Ojswi Trades Investment and Finance Limited**.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (2) In case of members receiving the physical copy**
Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (3) Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
14. The Board of Directors has appointed Mr. K.O. Siddiqui, of Siddiqui & Associates, Company Secretaries, (FCS 2229, C.P No 1284) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 15. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of AGM, prepare a consolidated scrutinizer’s report for votes cast at the meeting and through remote e-voting and submit it to the chairman or any other person authorized by him.
 16. The results so declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website viz www.ojswi.com and on the website of CDSL. The results shall also be forwarded to Exchange where the shares of the company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Vinod Kumar Khanna was appointed as an Additional Director of the Company with effect from August 03, 2016 by the Board of Directors of the Company. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vinod Kumar Khanna holds office upto the date of this Annual General Meeting and being eligible for the re-appointment as a Director. The Company has received a notice from the shareholder of the Company in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director of the Company. A statement containing his profile is given as per Annexure 1.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Vinod Kumar Khanna being eligible, is proposed to be appointed as an Independent Director for a period of five years ended on August 02, 2021.

In the opinion of the Board, Mr. Vinod Kumar Khanna fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vinod Kumar Khanna as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vinod Kumar Khanna as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vinod Kumar Khanna, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Annexure-I

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

| | | |
|--|---|--|
| Name of the Director | Mrs. Monika Garg | Mr. Vinod Kumar Khanna |
| DIN | 01234107 | 07489257 |
| Date of Birth | 16.02.1976 | 07.08.1947 |
| Nationality | Indian | Indian |
| Qualifications | Graduate | Graduate -B.Sc (Chemical Engineering) |
| Expertise in specific functional area | Experience of more than 6 years in Marketing | Experience of 40 years in Business Development & Project Execution |
| Relationship with Director | Wife of Mr. Sandeep Garg, who is Director and Promoter of the Company | None |
| Number of shares held in the company | NIL | NIL |
| List of the Directorship held in other companies | Ninex Agro Pvt. Ltd. | Ninex Developers Ltd. |
| Chairman/Member in the committees of the Board of companies in which he is Director | NIL | Ninex Developers Ltd. |

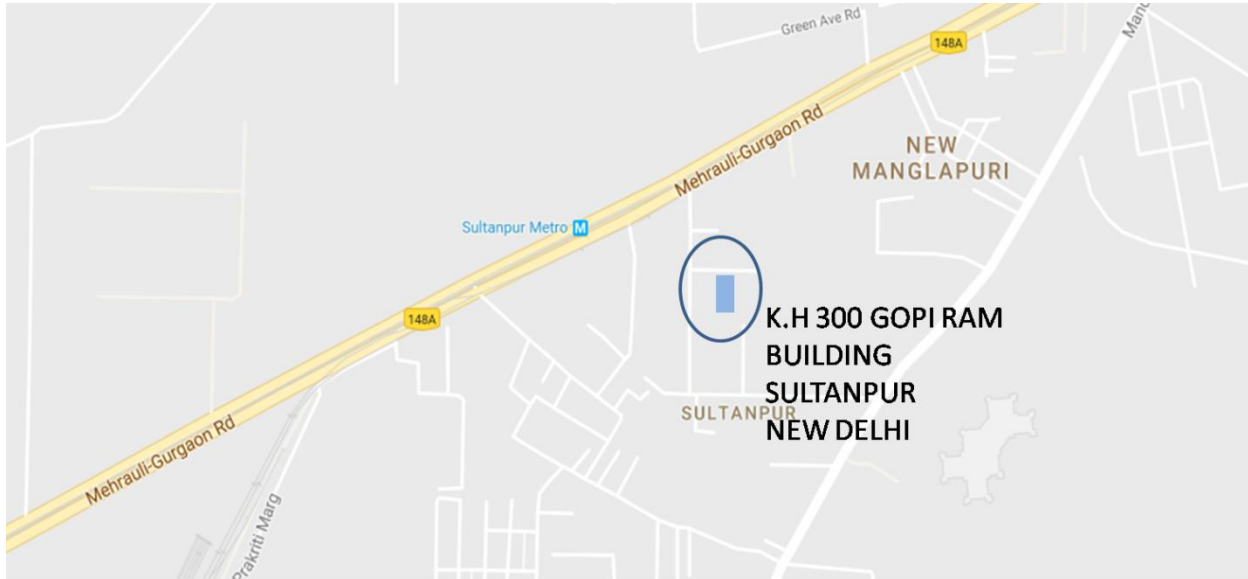
By order of the Board of Directors
For **Ojswi Trades Investment and Finance Limited**

Place: New Delhi
Date: August 26, 2016
Registered Office:
Kh. No. 300, Gopi Ram Building,
Sultanpur Village, New Delhi- 110030

Sd/-
Rachita Garg
(Company secretary)

ROAD MAP TO THE AGM VENUE

Venue: Kh No. 300, Gopi Ram Building, Sultanpur Village, New Delhi - 110030



Landmark:

Distance from Sultanpur Metro Station: Within 1 km

OJSWI TRADES INVESTMENT AND FINANCE LIMITED
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ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Regd. Folio No.** DP ID
No. of Shares held Client ID

Name(s) and address of the shareholder in full

I/we hereby record my/our presence at the Annual General meeting of the Company to be held on Friday, September 30, 2016 at 11.00 a.m at the registered office of the Company at Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi- 110030

Please in: MEMBER /PROXY

Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form

----- **TEAR HERE** -----

OJSWI TRADES INVESTMENT AND FINANCE LIMITED
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Form no. MGT - 11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder(s).....

Registered Address.....

Email Id.....

Folio No. /Client Id..... DPID.....

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address:

..... Signature:.....

or failing him

2. Name: E-mail Id:

Address:

..... Signature:.....

or failing him

3. Name: E-mail Id:

Address:

..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General meeting of the members of the company, to be held on Friday, 30th day of September, 2016 at 11.00 a.m at the registered office of the Company at Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi- 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Monika Garg (DIN: 01234107), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. To appoint Auditor and fix their remuneration.
4. To appoint Mr Vinod Kumar Khanna as Independent Director

Signed this..... day of..... 2016

Signature of shareholder Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp