

OJSWI TRADES INVESTMENT AND FINANCE LIMITED

CIN: L67120DL1990PLC042059

Website: www.ojswi.com

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

November 28, 2016

To,

The Head - Listing & Compliance

Metropolitan Stock Exchange of India Limited (MSEI)

4th floor, Vibgyor Towers, Plot No C 62,
G Block, Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400098.

Dear Sir,

Ref.: **Scrip Code - OJSWI, ISIN No. - INE411E01013**

Sub: **EGM Notice**

In Reference to Board Meeting held on 23rd November, 2016 and in pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed herewith 'Notice of Extra Ordinary General Meeting' to be held on 21st December, 2016 (Wednesday) at 11.00 a.m. at Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi - 110030

You are requested to kindly take the same on your record.

Thanking you,

Yours Faithfully,

For Ojswi Trades Investment and Finance Ltd.

Rachita



(Rachita Garg)

Company Secretary

OJSWI TRADES INVESTMENT AND FINANCE LIMITED

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

Tel. No. +91 98108 36602, Fax No. 0124-4699333

CIN: L67120DL1990PLC042059

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

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of OJSWI TRADES INVESTMENT AND FINANCE LIMITED will be held on Wednesday, December 21, 2016 at 11.00 A.M. at Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi - 110030 to transact the following business:

SPECIAL BUSINESS:

1. ALTERATION IN MAIN OBJECT AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, consent of the members of the company be and is hereby accorded for alteration of existing clause III (A) of the Memorandum of Association of the company by the inserting new sub clauses 13 immediately after the existing sub clause 12 of clause III (A) of the Memorandum of Association as detailed below:

13. To carry on the business of dealing in Currency, Derivatives, Commodities, Equity, Future and Options, Mutual fund or any other Securities of any kind whether listed or unlisted.

RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

2. TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT subject to Section 188, 177 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, and prior approval of Audit Committee, the consent of the Members be and is hereby accorded to the Company to ratify the transactions with M/s. Intelligent Industries and M/s. Daupin Industries, 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 for Plant & Machinery, Equipments etc., bought for an amount in aggregate of Rs. 43.80 Lakhs (Rupees Forty Three Lakhs Eighty Thousand only), on such terms and conditions as may be agreed by the Board".

RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

3. ISSUE OF EQUITY SHARES AND WARRANTS ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be required, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchange(s) where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, (i) to Promoter and Non- Promoter on preferential basis upto 17,50,000 (Seventeen Lacs Fifteen Thousand Only) Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs.10/- each and (ii) to Non- Promoter on preferential basis upto 7,50,000 (Seven Lacs Fifty Thousand Only) equity shares of face value of Rs.10/- each, at a price of Rs. 10/- each or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended , whichever is higher to:

Name of Applicant (Proposed Allottee)	Category	Maximum No. of warrants proposed to be allotted	Maximum No. of equity shares proposed to be allotted
Mr. Sandeep Garg	Promoter/Director	15,00,000	Nil
Rajesh Gupta HUF	Non-Promoter	2,50,000	7,50,000

RESOLVED FURTHER THAT each of the aforesaid Warrants be converted at the option of the holder at any time within 18 months from the date of issue, in one or more than one trench, in to the equal number of paid-up Equity Share of face value of Rs.10/- each at a price of Rs. 10/- each or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended , whichever is higher and an amount equivalent to atleast 25% of the price fixed as above, shall be received against each warrant on or before the date of the allotment of aforesaid Warrants.

RESOLVED FURTHER THAT the equity shares, warrants and the equity shares on conversion of the aforesaid warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the equity shares to be allotted and equity shares to be allotted on conversion of the aforesaid warrants shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT In the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the warrant to be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue

Price of Warrants, shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the equity shares, warrants and the equity shares allotted on conversion of the aforesaid warrants on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting the equity shares, the warrants and the equity shares on conversion of the aforesaid warrants of the Company, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of warrants and the equity shares on conversion of the aforesaid warrants of the Company, as it may, in its absolute discretion, deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to list the equity shares allotted and equity shares issued and allotted on conversion of warrants on all the Stock Exchange(s) where the shares of the Company are listed and also to authorize, at its discretion, any other member of the Board or Committee or person, to do all the necessary, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this Resolution”.

By order of the Board of Directors,

For OJSWI TRADES INVESTMENT AND FINANCE LIMITED

Sd/-

Sandeep Garg

Director

Din No: 00021295

Date: November 23, 2016

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 11 a.m. and 1 p.m. up to the date of the Meeting.
5. This notice (“EGM Notice”) will be sent to all the members, whose names appear in the Register of Members as on November 18, 2016. The EGM Notice is also posted on the website of the Company i.e. **www.ojswi.com**.
6. 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.

7. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
8. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
9. 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 and therefore Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
10. 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 Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) 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 9.30 a.m on December 18, 2016 and ends at 5.00 p.m on December 20, 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 December 14, 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 December 14, 2016.
 - (f) The facility for voting through polling paper shall be made available at the EGM 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 EGM may also attend the EGM 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 December 14, 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 Intime 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 EGM through ballot paper.
 - (j) The procedure and instructions for the voting through electronic means is as follows:
 - (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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 	

	<p>are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</p> <ul style="list-style-type: none"> 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 (iv).

- (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.**
- (xviii) **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.

11. 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.
12. The Scrutinizer shall after conclusion of the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of EGM, prepare a consolidated scrutinizer's report of the total votes casts in favour or against, if any, and submit it to the chairman or any other person authorized by him in writing, who shall declare the results of the voting.
13. 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 TO SPECIAL BUSINESS

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

ITEM NO. 1:

The Board meeting held on November 23, 2016 has examined the working of the company. Your, board has come to an opinion that the company want to diversify in the business other than existing object clauses of the company and for the same company needs to alter its main object. Therefore, the approval of the Members is being sought by way of a Special Resolution under Section 13 of the Act read with the Rules made thereunder, to enable the Company to alter the main object of the Memorandum of Association of the Company by adding clause 13 after sub clause 12 of clause III (A) of the Memorandum of Association

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 1 except to the extent of their shareholding in the company, if any.

The Board accordingly recommends the Special Resolution set out at Item No.1 of the accompanying Notice for approval of the Members.

ITEM NO. 2:

M/s. Intelligent Industries and M/s. Dauphin Industries are 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013.

The Company has bought Plant & Machinery, Equipments etc., for an amount of Rs. 43.80 Lakhs in the month of October 2016 and November 2016 from M/s. Intelligent Industries and M/s. Dauphin Industries ('Related Parties'), which have exceeded 10% of the Net worth of the Company. Thus, in terms of provision of Section 188 of Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended, these transactions is required to be ratified within three months by the approval of the Members by way of an Ordinary Resolution. No member of the Company shall vote on this Resolution, if such member is a related party.

The particulars of the contracts/arrangements/transactions are as under:

Particulars	Information	Information
Name of the Related Party	M/s. Intelligent Industries	M/s. Dauphin Industries
Name of Director(s) or Key Managerial Personnel who is related	Mr. Sandeep Garg , Director and Promoter	Mr. Sandeep Garg , Director and Promoter
Nature of relationship	Proprietorship Concern of Mr. Sandeep Garg	Proprietorship Concern of Ram Mehar Garg HUF, where Mr. Sandeep Garg (Director and Promoter) is Member.
Material terms of the contracts/ arrangements /transactions	Buying of property on arm's length basis.	Buying of property on arm's length basis.
Monetary value	Rs. 25.50 Lakhs	Rs. 18.30 Lakhs

Are the transactions in the ordinary course of business	No	No
Are the transactions on an arm's length basis	Yes	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	M/s. Intelligent Industries is a proprietary concern of Mr. Sandeep Garg, Promoter and Director of the Company. The Company acquired the Plant & Machinery, Equipments etc., from M/s. Intelligent Industries, for which the Independent Valuer has given valuation report and based on that the company has bought the same at a total cost of Rs. 25.50 Lakhs.	M/s. Dauphin Industries is a proprietary concern of Ram Mehar Garg HUF. The Company acquired the Plant & Machinery, Equipments etc., from M/s. Dauphin Industries, for which the Independent Valuer has given valuation report and based on that the company has bought the same at a total cost of Rs. 18.30 Lakhs.

Except Mr. Sandeep Garg, Director of the company none of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested in the resolution set out in Item No. 2.

The Board of Directors of your Company has approved this item in the Board Meeting held on November 23, 2016 and recommends the resolution as set out at Item No. 2 of the accompanying notice for the approval of members of the Company as ordinary resolution.

ITEM NO. 3:

The following disclosure is made in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended thereof (hereinafter referred to as "**SEBI (ICDR) Regulations**").

1) OBJECTS OF THE ISSUE:

In order to meet with its long term working capital requirements, business expansion/ diversification, investment in Company/Group Company and/or Acquisition of Company or Group Company, Investment in the business as mentioned in the main object clause of the company and general corporate purposes, it is proposed to raise funds. The Board of Directors of the Company has decided to issue and allot, (i) to Promoter and Non- Promoter on preferential basis upto 17,50,000 (Seventeen Lacs Fifteen Thousand Only) Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs.10/- each and (ii) to Non- Promoter on preferential basis upto 7,50,000 (Seven Lacs Fifty Thousand Only) equity shares of face value of Rs.10/- each, at a price of Rs. 10/- each or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended , whichever is higher.

2) PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:

None of the Promoter/ Director/ Key Managerial Persons are subscribing to the offer except the following:

Name of Applicant (Proposed Allottee)	Category	Maximum No. of Warrants proposed to be allotted
Mr. Sandeep Garg	Promoter/Director	15,00,000

3) **NO CHANGE IN CONTROL:**

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed allotment of warrants and subsequent conversion of warrant into equity shares under preferential allotment.

4) **SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE:**

Category	Pre-Issue Equity Holdings		Post-Issue Equity Holding assuming full allotment of equity shares under this preferential issue*		Post-Issue Equity Holding assuming full conversion of warrant (already issued and pending for conversion)**		Post-Issue Equity Holding assuming full conversion of warrant (already issued and pending for conversion and issued in this offer)***	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1) Promoter Holdings								
a. Indian Promoters	2613040	73.40	2613040	60.63%	5053040	74.86%	6553040	77.09%
b. Foreign Promoters	0	0.00	0	0.00%	0	0.00%	0	0.00%
Sub-total	2613040	73.40	2613040	60.63%	5053040	74.86%	6553040	77.09%
2) Non-Promoters Holding								
a. Resident Indians (Individuals/Huf)	946960	26.60	1696960	39.37%	1696960	25.14%	1946960	22.91%
b. Bodies Corporate	0	0.00	0	0.00%	0	0.00%	0	0.00%
c. NRI/FI/FII/NRR/OCB	0	0.00	0	0.00%	0	0.00%	0	0.00%
d. Others (Clearing Members)	0	0.00	0	0.00%	0	0.00%	0	0.00%
Sub-Total	946960	26.60	1696960	39.37%	1696960	25.14%	1946960	22.91%
Total	3560000	100	4310000	100.00%	6750000	100.00%	8500000	100.00%

* Assuming entire 7,50,000 equity shares under this preferential issue is allotted.

** Assuming entire 24,40,000 outstanding warrants converted into equity shares.

*** Assuming entire 24,40,000 outstanding warrants and 17,50,000 warrants to be issued under this Preferential issue converted into equity shares.

Notes:

- (i) The above table may go underchange based on timing of conversion of warrants into equity shares.
- (ii) At the time of conversion of warrants into equity shares the Company shall ensure to comply with the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957.
- (iii) The promoter has undertaken that in case any obligation under SEBI (SAST) Regulations, 2011 arises, the promoter will comply the same.

5) **LOCK-IN PERIOD:**

The equity shares, warrants and the equity shares to be allotted on conversion of the aforesaid warrants allotted on preferential basis shall be locked in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the Metropolitan Stock Exchange of India Ltd, being the only Nationwide Trading Terminal where the shares of the Company are listed.

6) **PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of the warrants within a period of 15 days from the date of passing of the special resolution by the shareholders. However, in the absence of requisite approval or on pendency of any approval from any regulatory authority, the allotment shall be completed within 15 days from the last date of such approvals including approvals from Metropolitan Stock Exchange of India Ltd, being the only Nationwide Trading Terminal where the shares of the Company are listed.

The allotment of upto 7,50,000 equity shares and upto 17,50,000 warrants will be completed in dematerialized form. Further the allotment of upto 17,50,000 equity shares resulting from exercise of the option attached to the said warrant shares will be completed in dematerialized form within 18 months from the date of issue of warrant.

7) **IDENTITY OF ALLOTTEES WITH PERCENTAGE OF EXPANDED CAPITAL THAT MAY BE HELD BY THEM:**

The proposed allottee of 17,50,000 Warrants and 7,50,000 equity shares to be issued pursuant to the Special Resolution at Item No.3 of the Notice and the percentage of the expanded capital to be held by him after the proposed allotment of the said equity shares on conversion of warrants to him are as under:

Identity of Proposed allottees	Identity of Natural Persons Who are the Ultimate Beneficial Owners	Pre-Holding		After allotment of equity shares under this preferential issue*		After conversion of existing outstanding warrants**		After conversion of existing outstanding warrants and proposed warrants in this issue***	
		Shares	%	Shares	%	Shares	%	Shares	%
Promoters/Promoters Group									
Sandeep Garg	Sandeep Garg	2613040	73.40	2613040	60.63%	5053040	74.86	6553040	77.09
Non-Promoter									
Rajesh Gupta HUF	Rajesh Gupta HUF	100	0.002	750100	17.40%	750100	11.11	1000100	11.77

* Assuming entire 7,50,000 equity shares under this preferential issue is allotted.

** Assuming entire 24,40,000 outstanding warrants converted into equity shares.

*** Assuming entire 24,40,000 outstanding warrants and 17,50,000 warrants to be issued under this Preferential issue converted into equity shares.

The consent of the Members is sought for the issue of equity shares and warrants convertible into equal number of equity shares, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the ICDR Regulations and the listing agreement entered into by the Company with the stock exchange(s), where the Company's equity shares are listed.

8) **NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR:**

During the financial year, the company has not issued any shares on preferential basis or private placement basis other than mentioned above.

9) **PRICING:**

The issue price of equity shares/warrants/equity shares to be allotted on conversion of warrants on preferential basis shall be at a price of Rs. 10/- each or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended, whichever is higher.

10) **PAYMENT AND CONVERSION TERMS:**

In accordance with Regulation 77 of SEBI (ICDR) Regulations, at least 25% of the consideration determined as per Regulation 76 of SEBI (ICDR) Regulations, shall be paid against each warrant on or before the date of their allotment. The balance 75% of the consideration shall be paid on or before the allotment of equity shares pursuant to exercise of option against each warrant. Warrant shall be converted at the option of the allottee in one or more than one trench, into one equity share of face value Rs.10/- each at a price of Rs. 10/- each or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended, whichever is higher, at any time within 18 months from the date of allotment. In case of option is not exercised within a period of 18 months from the date of allotment of the warrants, the aforesaid Consideration paid on the date of allotment of the warrants shall be forfeited.

11) **CERTIFICATE FROM AUDITORS:**

The certificate from the Statutory Auditors of the Company, certifying that the issue of securities on the above terms is in accordance with the SEBI (ICDR) Regulations shall be laid before the shareholders at the Extra- Ordinary General Meeting.

12) **RELEVANT DATE:**

“Relevant Date” will be 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested in the resolution set out in Item No. 3 except Mr. Sandeep Garg, Director of the company to the extent the allotment is to be made under this resolution & to the extent his Promoter holding in the company.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

By order of the Board of Directors,

For OJSWI TRADES INVESTMENT AND FINANCE LIMITED

Sd/-

Sandeep Garg

Director

Din No: 00021295

Date: November 23, 2016