

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 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 Saturday, June 27th, 2015 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. INCREASE IN AUTHORIZED SHARE CAPITAL:

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

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed there under as may be applicable the authorized share capital of the Company be and is hereby increased from Rs.3,50,50,000/- (Rupees Three Crores Fifty Lacs Fifty Thousand Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 500 (Five Hundred) Preference shares of Rs. 100/- each to Rs. 11,00,50,000/- (Rupees Eleven Crores Fifty Thousand Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- each and 500 (Five Hundred) Preference shares of Rs. 100/- (Rupees Hundred) each.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

2. AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION:

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

"**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

V. The Authorised Share Capital of the Company is Rs. 11,00,50,000/- (Rupees Eleven Crores Fifty Thousand Only) divided into 1,10,00,000 (One Crores Ten Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten) each and 500 (Five Hundred) Preference shares of Rs. 100/- (Rupees Hundred) each.

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted and read as under :-

3. The Authorised Share Capital of the Company is Rs. 11,00,50,000/- (Rupees Eleven Crores Fifty Thousand Only) divided into 1,10,00,000 (One Crores Ten Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten) each and 500 (Five Hundred) Preference shares of Rs. 100/- (Rupees Hundred) each.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

3. ISSUE OF 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 Exchanges 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, to Promoter/Promoter Group on preferential basis upto 30,00,000 (Thirty Lacs) Warrants carrying an entitlement to subscribe to an equivalent number of 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) | Maximum No. of warrants proposed to be allotted | Category |
|--|---|-------------------|
| Mr. Sandeep Garg | 30,00,000 | Promoter/Director |

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 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 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 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 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 issued and allotted on conversion of warrants on all the Stock Exchanges 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”.

4. APPROVAL FOR INCREASING BORROWING POWER OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 1000 Crores/- (Rupees One Thousand Crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or Officers of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

5. TO AUTHORISE THE BOARD OF DIRECTORS TO SELL, LEASE, MORTGAGE, OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING OF THE COMPANY:

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

“**RESOLVED THAT**, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as “the Board”) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.

RESOLVED FURTHER THAT, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or Officers of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

6. TO AUTHORISE THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, EXTEND GUARANTEE, PROVIDE SECURITY, MAKE INTERCORPORATE LOANS UPTO AN AMOUNT NOT EXCEEDING RS.1000 CRORES.

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

“**RESOLVED THAT** pursuant to Section 186 and other applicable provision of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors (“Board”) to make / give, from time to time, any loan(s) / advances/ deposits / investments in shares, debentures and / or other securities and to give, on the behalf of the Company, any guarantee and / or provide any security in connection with any loan or loans made by any other person to, or to any persons by, any other person(s) / Companies / Body Corporate(s) which shall be aggregate limit of Rs.1000 Crores (Rupees One Thousand Crores Only) and which may be individual / aggregate in excess of the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors 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 settle all matters arising out of and incidental thereto, and to 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, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

7. 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 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 10,11 & 12 immediately after the existing sub clause 9 of clause III (A) of the Memorandum of Association as detailed below:

10. To carry on the business or services or solutions of hardware, software, digital equipments, digital education, Web-Technologies, Internet and E-commerce to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, licence or otherwise deal in Internet portals, Web enabled services and applications

11. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developers, land consolidators, land scapers, estate agents, infrastructure or infrastructure projects, immovable property dealers and to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise; lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bungalows, kothis, commercial complexes, shopping malls, multiplexes, food courts or civil work of any type on the land of the company or any other land or immovable property whether

belonging to the company or not and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve and immovable property of the company or any other immovable property in India or abroad either by company or with joint venture or in partnership or on sub-contract basis.

12. To carry on the business of purchase, sale, manufacture, process, import, export, buyers, sellers, traders, merchants, distribution, deal in, to act as indent or agent, commission agent, distributors, wholesalers, retailers, broker, contractor, or otherwise deal with raw and process materials, semi products and end products of any kind of polymer/PVC materials, metals, rubber, Chemicals and commodities of all kinds & specification and other allied items and/or by products.

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

By order of the Board of Directors,

For OJSWI TRADES INVESTMENT AND FINANCE LIMITED

Sd/-

Sandeep Garg

Director

Din No: 00021295

New Delhi, 28th May, 2015

Registered Office:

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

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") is being sent to all the members, whose names appear in the Register of Members as on 29th May, 2015. 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. 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 Clause 35B of the listing agreement, 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 Wednesday, 24th June, 2015 and ends at 5.00 p.m on Friday, 26th June, 2015. 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 20th June, 2015, 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 20th June, 2015.
- (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 20th June, 2015 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:
- (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 | Enter the Dividend Bank Details as recorded in your demat account or in the company records | |

| | |
|---------|---|
| Details | <p>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.

(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.
10. The Board of Directors has appointed Mr. Vivek Sinha, Partner of Mukun Vivek & Company, Practicing Company Secretary, (Membership No. ACS. 16315, C.P No 5215) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 11. 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 countersign the same and declare the results of the voting.
 12. 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 & 2:

The Issue of Share Warrants referred to in Resolution at Item No.3, will result in the increase in Paid-up Share Capital of the Company on conversion. The current Authorised Share Capital of the Company is not sufficient to accommodate the enhanced capital on conversion of warrants. The Company therefore, proposes to increase its Authorised Share Capital to Rs. 11,00,50,000/- (Rupees Eleven Crores fifty thousand only) divided into 1,10,00,000 (One Crores Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 500 (Five Hundred) Preference shares of Rs. 100/- each from the existing Authorized Share Capital of Rs. 3,50,50,000/- (Rupees Three Crore Fifty Lacs Fifty Thousand only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- each and 500 (Five Hundred) Preference shares of Rs. 100/- each.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the Authorized Share Capital of the Company. Consequent to increase in the Authorised Share Capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

Therefore, the Board recommends the proposed resolution for your approval.

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 No.1 & 2 except to the extent of their shareholding in the company, if any.

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, investment in Company/Group Company and or Acquisition of Company or Group Company and general corporate purposes, it is proposed to raise funds. The Board of Directors of the Company has decided to issue and allot upto 30,00,000 Warrants carrying an entitlement to subscribe to an equivalent number of 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 | 30,00,000 |

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 | | Preferential Allotment of equity shares on conversion of warrants | Post-Issue Equity Holdings * | |
|-----------------------------------|---------------------------|--------------------|---|------------------------------|--------------------|
| | No. of Shares | % of Share Holding | No. of Shares | No. of Shares | % of Share Holding |
| 1) Promoter Holdings | | | | | |
| a. Indian Promoters | 2053040 | 68.43 | 3000000 | 5053040 | 84.22 |
| b. Foreign Promoters | 0 | 0.00 | 0 | 0 | 0.00 |
| | | | | | |
| Sub-total | 2053040 | 68.43 | 3000000 | 5053040 | 84.22 |
| | | | | | |
| 2) Non-Promoters Holding | | | | | |
| a. Resident Indians (Individuals) | 946960 | 31.57 | 0 | 946960 | 15.78 |
| b. Bodies Corporate | 0 | 0 | 0 | 0 | 0 |
| c. NRI/FI/FII/NRR/OCB | 0 | 0 | 0 | 0 | 0 |
| d. Others (Clearing Members) | 0 | 0 | 0 | 0 | 0 |
| | | | | | |
| Sub-Total | 946960 | 31.57 | 0 | 946960 | 15.78 |
| | | | | | |
| Total | 3000000 | 100 | 3000000 | 6000000 | 100 |

* On assumption that entire 30,00,000 warrants will be converted into equity shares

5) **LOCK-IN PERIOD:**

The 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 30,00,000 equity shares resulting from exercise of the option attached to the said warrant 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 30,00,000 Warrants 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 | Before Preferential Issue | | No. of equity shares proposed to be issued on conversion of warrants | Post- Holding (*) | |
|--------------------------------|--|---------------------------|------------------------|--|----------------------|-------------------------|
| | | No. of Shares | % of Pre Issue Capital | | No. of Equity Shares | % of Post Issue Capital |
| Promoter/Promoter Group | | | | | | |
| Sandeep Garg | Sandeep Garg | 2053040 | 68.43 | 30,00,000 | 5053040 | 84.22 |

* On assumption that entire 30,00,000 warrants will be converted into equity shares

The consent of the Members is sought for the issue of 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 agreements entered into by the Company with the stock exchanges, 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 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 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 on Preferential Issues as in force as on date and 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.

The shareholders are, therefore, requested to accord their approval authorising the Board for the proposed Preferential Issue set out in the Special Resolution at Item No. 3 of the notice.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested in the above referred Resolution 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.

Item No. 4:

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Company can borrow money exceeding paid-up share capital and free reserves that is to say, reserves not set apart for any specific purpose only with the approval of the shareholders accorded by way of a Special Resolution.

In the view of Expansion and Diversification of the Company activities and operation, the Company requires to borrow money beyond its paid-up-share capital and free reserves. Hence it is proposed to increase the borrowing limit upto 1000 Crores (Rupees One Thousand Crores)

The Board of Director recommends Resolution under Item No. 4 as Special Resolution for the approval of members.

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 No. 4 except to the extent of their shareholding in the company, if any.

Item No. 5:

The borrowings as iterated in item no. 4 of the notice to the extent of Rs.1000 crores [Rupees One Thousand Crores Only] , if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013, which requires the approval of the shareholders by way of a special resolution.

The resolutions contained in item no. 5 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) by creation of mortgage / charge (both present & future) etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with creating charge on Company's properties.

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 No. 5 except to the extent of their shareholding in the company, if any.

Item No. 6:

Pursuant to Section 186 and other applicable provision of the Companies Act, 2013, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of limits specified under section 186 of the Companies Act, 2013, with the approval of the

Board of Directors. Where the aggregate of loans and investments made, guarantee given and securities provided exceeds the specified limits, prior approval of the shareholders is required by way of special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at No.6 of the Notice, to enable to the Board of Directors to invest by the way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only) from time to time in / to one or more of the person(s) / Companies / Body Corporate(s).

The Board of Director recommends Resolution under Item No. 6 as Special Resolution for the approval of members.

Except Directors and Key Managerial Personnel of the Company who are / may be Directors / Shareholder in one or more persons / bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

Item No. 7:

The Board meeting held on 28th May, 2015 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 10, 11 & 12 after sub clause 9 of clause III (A) of the Memorandum of Association

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

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 No. 7 except to the extent of their shareholding in the company, if any.

By order of the Board of Directors,
For OJSWI TRADES INVESTMENT AND FINANCE LIMITED
Sd/-
Sandeep Garg
Director
Din No: 00021295

New Delhi, 28th May, 2015

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

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

Attendance Slip

Extraordinary General Meeting

DULY FILLED IN ATTENDANCE SLIP SHALL BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

| | |
|----------------|--|
| D.P. ID No.* | |
| Client ID No.* | |

| | |
|---------------|--|
| Folio No. | |
| No. of Shares | |

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Saturday, June 27th, 2015 at 11.00 A.M. at Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi- 110030.

| | |
|--|--|
| Name of the Shareholder (IN CAPITAL LETTER) | |
| Name of Proxy (IN CAPITAL LETTER) | |

SIGNATURE/S OF THE SHAREHOLDER/S OR PROXY
(To be signed at the time of handing over the slip)

*Applicable for investors holdings shares in electronic form.

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

FORM NO. MGT-11

PROXY FORM

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

| |
|--------------------------------|
| Name of the Member(s): _____ |
| Registered Address: _____ |
| _____ E-Mail Id: _____ |
| Folio No./Client id: DP ID: |

I/We being the member(s) of _____ shares of Ojswi Trades Investment and Finance Limited, here by appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____

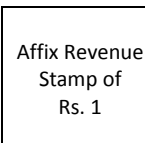
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting to be held at Kh. No. 300, Gopi Ram Building, Sultanpur Village, New Delhi- 110030 on Saturday, the 27th day of June, 2015 at 11.00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below.

| Resolution No. | Particulars | For | Against |
|-------------------------|---|-----|---------|
| Special Business | | | |
| 1 | Increase the Authorized Share Capital of the Company by Rs. 7.5 crores. | | |
| 2 | To amend the Memorandum and Articles of Association pursuant to increase in Share Capital. | | |
| 3 | To issue Warrants on Preferential basis. | | |
| 4 | Approval For Increasing Borrowing Power Of The Company. | | |
| 5 | To Authorise The Board Of Directors To Sell, Lease, Mortgage, Or Otherwise Dispose Off The Whole Or Substantially The Whole Of Undertaking Of The Company. | | |
| 6 | To Authorise The Board Of Directors To Make Investments, Extend Guarantee, Provide Security, Make Intercorporate Loans Upto An Amount Not Exceeding Rs.1000 Crores. | | |
| 7 | Alteration in main object and amendment to the Memorandum of Association | | |

Signed this..... day of2015.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



Note:

(1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Extraordinary General Meeting of the Company.

(2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the Extraordinary General Meeting.

(3) Please put 'X' in the appropriate column against a resolutions indicated in the box. If you leave the "FOR" or "AGAINST" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Please complete all details including details of Members (S) in above box before Submission.