



OSWAL
ENERGIES LIMITED

(Formerly Known As Oswal Infrastructure Limited.)

REGISTERED OFFICE

1322 to 1326, Swati Crimson & Clover, Near Shilaj Circle, Shilaj,
Daskroi, Ahmedabad-380059, Gujarat, India
T: +91 85111 05777 • E: sales@oswalenergies.com

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of **OSWAL ENERGIES LIMITED (Formerly known as Oswal Infrastructure Limited)**, will be held on Tuesday, 30th September, 2025 at 11.00 A.M. at the registered office of the Company situated at Office No. 1322 to 1326, Swati Crimson and Clover, Near Shilaj Circle, Shilaj, Ahmedabad, Daskroi, Gujarat, India, 380059 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2025 and Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Nitin Patil (DIN: 08734101) who retires by rotation at this Annual general meeting and being eligible has offered himself for re-appointment.
3. **To appoint Statutory Auditor of the Company and fix their remuneration.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 139, 141, 142 and other applicable provisions of Companies Act, 2013, if any and the Rules framed there under, as amended from time to time, the appointment of M/s. Talati & Talati LLP, Chartered Accountants (FRN 110758W/W100377), Vadodara as statutory auditors of the Company to hold office for Two years, from the conclusion of 12th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined in consultation with the auditors, and that such remuneration as may be agreed upon between the auditors and the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **To appoint Joint Statutory Auditor of the Company and fix their remuneration**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

MANUFACTURING UNIT

Block No. 258, Ahmedabad - Mehsana Expressway, Village - OLA,
Taluka - Kalol, Dist. Gandhinagar - 382740. Gujarat, India.
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CIN No. U45205GJ2013PLC073465 • PAN No. AACCO1639E

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“RESOLVED THAT pursuant to section 139, 141, 142 and other applicable provisions of Companies Act, 2013, if any and the Rules framed there under, as amended from time to time, the appointment of M/s. Tibrewal Bhagat & Associates, Chartered Accountants (FRN 128374W), Ahmedabad as a Joint statutory auditors of the Company to hold office for Five years, from the conclusion of 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined in consultation with the auditors, and that such remuneration as may be agreed upon between the auditors and the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

5. To Reappoint Mr. Dixit Bokadia as Whole-Time Director for Term of 5 Years w.e.f. 01st April, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee and Board, Mr. Dixit Bokadia (DIN : 06851149) be and is hereby re-appointed as Whole-time Director of the Company to hold office for 5 (Five) years w.e.f. 1st April, 2026, on the terms and conditions as agreed in the draft agreement.”

“RESOLVED FURTHER THAT Mr. Dixit Jitendra Bokadia (DIN : 06851149), Whole-time Director of the Company, be and hereby paid remuneration, with effect from period starting from 1st April, 2026 till end of his term, as stated below:

- a) Salary: Rs. 3,63,637/- p.m. (inclusive of monetary and non-monetary perquisites)
- b) NPS contribution : In addition to the salary as stated in a), National Pension Scheme (NPS) contribution of Rs. 36,363/- p.m. will be made by the Company.
- c) All expenditure actually and properly incurred on Company's business shall be reimbursed to the Whole-time Director of the Company.”

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"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter and modify the terms and condition of re-appointment including as to designation and remuneration structure of Mr. Dixit Jitendra Bokadia, within the limits prescribed hereunder to this resolution."

6. Approval of remuneration payable to Cost Auditor for the Financial Year 2025-26

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 the Section 148 and other applicable statutory provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and the Cost Accounting Records Rules, issued by Ministry of Corporate Affairs and subsequent modification or amendments thereof, the remuneration of Rs. 45000/- plus Goods and Service Tax (GST), as applicable and reimbursement of out of pocket expenses, to be paid to M/s Ashish Bhavsar & Associates, Practicing Cost Accountants, having FRN: 000387 for conducting the cost audit for the Financial Year from 1st April 2025 to 31st March 2026, as approved by the Board of Directors of the company, be and is hereby rectified and confirmed."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To increase the remuneration of Mr. Dixit bokadia, a Whole-time Director of the Company with effect from 1st October, 2025

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

"**RESOLVED THAT** pursuant to Sections 196, 197, 198 and Section II(A) of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and as recommended by Nomination and remuneration committee and Board, approval from members be and is hereby accorded for increase in remuneration from Rs. 48 Lakhs per year up to Rs. 1 Crore per year, payable on monthly basis and to give commission up to 1 % of Net Profit of the Company, w.e.f. 1st October, 2025 to Mr. Dixit Jitendra Bokadia (DIN : 06851149), Whole-time Director of the Company."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and condition of re-appointment including as to designation and remuneration structure of Mr. Dixit Jitendra Bokadia, within the limits prescribed hereunder to this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

8. To increase the remuneration of Mr. Jayant Bokadia, Whole-time Director of the Company with effect from 1st October, 2025

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and Section II(A) of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and as recommended by Nomination and remuneration committee and Board, approval from members be and is hereby accorded for increase in remuneration from Rs. 99 Lakhs per year up to Rs. 2 Crore per year, payable on monthly basis and to give commission up to 2 % of Net Profit of the Company, w.e.f. 1st October, 2025 to Mr. Jayant Babulal Bokadia (DIN : 02408771), Whole-time Director of the company, for his remaining term, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and condition of appointment including as to designation and remuneration structure of Mr. Jayant Babulal Bokadia, within the limits prescribed hereunder to this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

9. To increase the remuneration of Mr. Ratan Bokadia, Managing Director of the Company with effect from 1st October, 2025

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

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“RESOLVED THAT pursuant to Sections 196, 197, 198 and Section II(A) of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and as recommended by Nomination and remuneration committee and Board, approval from members be and is hereby accorded for increase in remuneration from Rs. 99 Lakhs per year up to Rs. 2 Crore per year, payable on monthly basis and to give commission up to 2 % of Net Profit of the Company, w.e.f. 1st October, 2025 to Mr. Ratan Babulal Bokadia (DIN : 02219340); for his remaining term, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and condition of re-appointment including as to designation and remuneration structure of Mr. Ratan Babulal Bokadia, within the limits prescribed hereunder to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

Date: 02nd September, 2025
Place: Ahmedabad

By order of the Board of Directors
FOR, OSWAL ENERGIES LIMITED
(Formerly known as Oswal Infrastructure Limited)

Registered Office:

Office No. 1322 to 1326,
Swati Crimson and Clover,
Near Shilaj Circle, Shilaj,
Ahmedabad, Daskroi,
Gujarat, India, 380059



Aayushi H. Tekani
Aayushi H. Tekani
Company Secretary &
Compliance Officer
(M. No: ACS-77555)

Notes

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must reach the registered office of the Company not less than 48 hours before the time fixed for the meeting.
- Members/proxies/authorised representatives are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- A map to reach at the venue of meeting is enclosed at the end of the Notice.

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Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No.2

Details of Shri Nitin Patil who is seeking re-appointment as Director, retire by rotation and pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, his details are given hereunder:

Sr. No.	Title	Details
1.	Name	Nitin Narendra Patil
2.	DIN	08734101
3.	Category	Non Executive-Non Promoter Director
4.	Date of Birth, age	24/12/1962
5.	Qualification	B.E. (Mech)
6.	Experience	As an advisor and consultant. He is actively engaged on various assignments in the areas of 1. providing consultancy services to an international investment firm for investment in Indian Gas industry 2. providing business development & strategy advisory on CGD equipment manufacturing with product development 3. facilitating clients in business development strategy 4. Facilitating turnaround of business / organisation
7.	Terms & Conditions of appointment	NA
8.	Details of Remuneration	NA
9.	Remuneration last paid	NA
10.	Date of First Appointment on the Board	01 st March, 2024

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11.	Details of Shareholding	NA
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
13.	No. of Meeting attended during the year (2024-25)	13
14.	Membership/ Chairmanship in Committees	Risk Mnagement Committee - Chairman Nomination and Remuneration Committee – Member Stakeholder Relationship Committee - Chairman

Item No. 3

M/s. Talati & Talati LLP, Chartered Accountants (FRN: 110758W/W100377), Vadodara, was appointed as a joint Statutory Auditors of the Company to conduct the audit records of the Company, whose terms expires on the ensuing Annual General Meeting of the Company. In accordance with the Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, the retiring Auditors are eligible to be re-appointed. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for appointing them as Statutory Auditors for further Two years, from the conclusion of the 12th Annual General Meeting to the conclusion of the 14th Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board of the Company thus recommends this resolution for approval of the Members of the Company as an Ordinary Resolution

Item No. 4

In accordance with the Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, Company appointed M/s. Tibrewal Bhagat & Associates, Chartered Accountants (FRN 128374W), Ahmedabad as a Joint Auditors of the company and for that the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointing them as Joint Statutory Auditors for period of Five years, from the conclusion of the 12th Annual General Meeting to the conclusion of the 17th Annual General Meeting.

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None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board of the Company thus recommends this resolution for approval of the Members of the Company as an Ordinary Resolution

Item No. 5

Mr. Dixit Bokadia (DIN: 06851149) was appointed as the Whole time Director and his existing terms expires as on 31st March, 2026. As recommended by Nomination and remuneration committee, the Board of Directors in their meeting held on 2nd September, 2025 have considered his re-appointment for further 5 years, w.e.f. 1st April, 2026, in accordance with Articles of Association and section 196, 197 and 203 of the Companies Act, 2013, as for which members approval is require.

Mr. Dixit Bokadia possesses the requisite Knowledge, experience and skill for the position of Whole time Director. The Board is of the opinion that Mr. Dixit Bokadia continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as the Whole time director of the Company and his continued association would be of immense benefit to the Company. The Board has accorded its consent to re-appoint Mr. Dixit Bokadia as a Whole time Director, subject to members approval. Mr. Dixit Bokadia will be entitled to such remuneration by way of salary, leave, bonus, commission all other perquisites, as stated in the resolution.

The Company has received a declaration from Mr. Dixit Bokadia that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

In the opinion of the Board, Mr. Dixit Bokadia fulfils the conditions specified in the Act, rules thereunder for re-appointment as the whole-time director and that he is competent to act as such.

The re-appointment of Mr. Dixit Bokadia as the Whole time director is now placed for the approval of the Members by an Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives and are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The brief details of Mr. Dixit Bokadia (DIN : 06851149) in accordance with Para 1.2.5 of the Secretarial Standard on General Meeting (SS 2) is mentioned herein below for the members for the reference:

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Sr. No.	Title	Details
1.	Name	Mr. Dixit Bokadia
2.	DIN	06851149
3.	Category	Whole-Time Director
4.	Date of Birth, age	06/01/1995, 30 years
5.	Qualification	Bachelor's Degree in Accounting and Finance from H.R. College of Commerce and Economics. Studied International Business & Finance at Hult International Business School. Completed the Executive Program at Columbia Business School.
6.	Experience	Having 8 years of leadership experience and currently serves as the Director of Oswal Energies Ltd, leading the Heavy Engineering Division (HED). He is responsible for overseeing heavy engineering, global supply chain management, and strategic commercial leadership for his division. His expertise in expanding Oswal Energies' industrial process equipment manufacturing capacity has significantly contributed to the company's international growth
7.	Terms & Conditions of appointment	Appointed as Whole time Director
8.	Details of Remuneration	As stated above
9.	Remuneration last paid	Rs. 48.00 Lakhs per annum
10.	Date of First Appointment on the Board	29/09/2018
11.	Details of Shareholding	1,00,17,018 equity shares
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
13.	No. of Meeting attended during the year (2024-25)	14 (Fourteen)
14.	Membership/ Chairmanship in Committees	Stakeholders Relationship Committee – Member

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Item No. 6

The Board of Directors has approved the appointment of M/s Ashish Bhavsar & Associates, Practicing Cost Accountants, having FRN: 000387 as the Cost Auditors of the Company to audit the cost accounts/cost records of the Company for the financial year 2025-2026 at a remuneration of Rs. 45000/- (Rupees Forty Five Thousand Only) plus Goods and Service Tax (GST) as applicable and out of pocket expenses on actual basis, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Audit and Record) Rules, 2014, the remuneration to be payable for the year 2025-2026 to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable for the year 2025-2026.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

Item No. 7

Mr. Dixit Bokadia was appointed as Whole time Director of the Company w.e.f. 1st April, 2021 for term of 5 Years by members in Annual general meeting held on 25th October, 2021. Term of Mr. Dixit Bokadia was completed as on dated 31st March, 2026 and company reappointed him as a Whole-Time Director w.e.f. 1st April, 2026 for further term of 5 Years.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 2nd September, 2025 have increased the remuneration of Mr. Dixit Bokadia, Whole time Director. The annual remuneration is increased from Rs. 48 Lakhs per year up to Rs. 1 Crore per year, payable on monthly basis and to give commission up to 1 % of Net Profit of the Company w.e.f. 1st October, 2025. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the remuneration of Mr. Dixit Bokadia, Whole time Director as decided by the Board of Directors is within the limit prescribed under the Act. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider to increase remuneration of Mr. Dixit Bokadia, Whole time Director. Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mr. Dixit Bokadia, Whole time Director, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

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Item No. 8

Mr. Jayant Babulal Bokadia was appointed as Whole time Director of the Company w.e.f. 1st April, 2024 for term of 5 Years.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 02nd September, 2025 has increased the remuneration of Mr. Jayant Bokadia, Whole time Director. The annual remuneration is increased from Rs. 99 Lakhs per year up to Rs. 2 Crore per year, payable on monthly basis and to give commission up to 2 % of Net Profit of the Company w.e.f. 1st October, 2025. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the remuneration of Mr. Jayant Bokadia, Whole time Director as decided by the Board of Directors is within the limit prescribed under the Act. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider to increase remuneration of Mr. Jayant Bokadia, Whole time Director. Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mr. Jayant Babulal Bokadia, Whole time Director and Mr. Ratan Bokadia, Managing Director, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

Item No. 9

Mr. Ratan Babulal Bokadia appointed as Managing Director of the Company w.e.f. 1st June, 2024 for term of 5 Years.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 02nd September, 2025 has increased the remuneration of Mr. Ratan Bokadia, Managing Director. The annual remuneration is increased from Rs. 99 Lakhs per year up to Rs. 2 Crore per year, payable on monthly basis and to give commission up to 2 % of Net Profit of the Company w.e.f. 1st October, 2025. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the remuneration of Mr. Ratan Bokadia, Managing Director as decided by the Board of Directors is within the limit prescribed under the Act. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider to increase remuneration of Mr. Ratan Bokadia, Whole time Director. Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

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Except Mr. Ratan Babulal Bokadia, Managing Director and Mr. Jayant Bokadia, Whole-Time Director, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION: (For Resolution no. 5, 7, 8 & 9)

(i) Nature of Industry: The Company is manufacturing various kinds of Metal and Metal Products and business in Oil and Gas Sector.

(ii) Date of commencement of commercial production: The Company has commenced its business in the year 2013.

(iii) In case of new companies, expected date of commencement of activities: N.A.

(iv) **Financial performance:** Based on the Audited financial results for the last 3 years:

(Rs. In Lacs.)

Particulars	2024-25	2023-24	2022-23
Total Revenue	41266.58	26011.61	16043.11
Profit before Depreciation, Fin. Exp. & Tax	9274.34	4033.54	1316.10
Depreciation, Fin. Expenses & Tax	2694.88	1329.42	531.80
Net Profit after Tax	6579.46	2704.12	784.30
Paid up Share Capital	4766.52	433.32	433.32
Reserves & Surplus	7503.51	5271.27	2567.15

(v) **Foreign investments or collaborators, if any:**

There is no foreign collaborations or foreign investment in the Company.

II. INFORMATION ABOUT: Mr. Dixit Bokadia, Mr. Jayant Bokadia & Mr. Ratan Bokadia

(i) **Background details:**

MANUFACTURING UNIT

Block No. 258, Ahmedabad - Mehsana Expressway, Village - OLA,
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CIN No. U45205GJ2013PLC073465 • PAN No. AACCO1639E

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Evolving with Energy

Name of Director	Mr. Dixit Bokadia	Mr. Jayant Bokadia	Mr. Ratan Bokadia
Designation	Whole Time Director	Whole Time Director	Managing Director
Education	Master of Sciences degree in international business from Hult International Business School	Bachelor's of Computer application from Hemchandracharya North Gujarat University	--
Past Experience	Having 6 Years of Experience in the Field of global supply chain management and commercial and strategic management in local as well as international markets	Having more than 19 Years in leadership role within Oswal Group, expertise in commercial and financial strategy, operation management, resource optimization and financial management	Having 25 Years of experience in the Oil and Gas Sector, especially in engineering procurement and construction projects, piping, supply management, market research, etc.

(ii) Past remuneration during the last three financial years:

Financial Years	Remuneration of Mr. Dixit Bokadia (Amt. in lacs)	Remuneration of Mr. Jayant Bokadia (Amt. in lacs)	Remuneration of Mr. Ratan Bokadia (Amt. in lacs)
2024-25	48.00	99.00	99.00
2023-24	36.00	0.00	72.00
2022-23	36.00	0.00	48.00

(iii) Recognition or Awards:

The Company has been awarded as stated below:

Year	Awards & Achievements
2024	Cairn (Vedanta Ltd) awarded one of its largest projects in the upstream oil and gas segment to us
2023	Maharatna ONGC award for 'Asia's first High Pressure Injection Pilot Project'
2023	'Company Spotlight – Excellence Award 2023' to Oswal Energies Limited by Industry Outlook
2023	Certificate of Appreciation awarded to Oswal Energies Limited for achieving the milestone of '500,000 Safe Mah-hours without LTI' by Vedanta Limited

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Year	Awards & Achievements
2022	JOILET Refinery project awarded from Exxon Mobil
2022	'Top 10 Plant Engineering Services Providers – Excellence Award 2022' to Oswal Energies Limited by Industry Outlook
2018	Pilot project for Cain Oil & Gas awarded from Baker Hughes
2017	Enlistment with EIL, ONGC, PDIL, HPCL, BPCL
2017	Certificate of Appreciation awarded to Oswal Energies Limited for being Promising New Vendor for Adani Ports and Special Economic Zone Limited and its subsidiary companies
2016	First Gas Pipeline laying project awarded from Gujarat Gas Limited
2016	Acquisition of ECIS Group in Italy
2014	Oswal Energies Limited's first Oil & Gas EPC project awarded from Cairn India Limited
2012	3 rd EPC award for 'Emerging Company in Oil & Gas EPC' to Oswal Energies Limited
2012	Oswal Energies Limited's first EPC project awarded from Continental Tires for Mechanical Utility Work

(iv) Job Profile and their suitability:

Mr. Dixit Bokadia, Whole Time Director has been associated with our Company since September 29, 2018. He holds a master of sciences degree in international business from Hult International Business School. He is responsible for the heavy engineering division of our Company.

Mr. Jayant Bokadia, Whole Time Director has been presently on the Board since more than 2 Years. Now he is looking after the various critical and financial aspects on the company on whole-time basis and he is devoting his most of his time for the company.

Mr. Ratan Bokadia, Managing Director has been taking care of day to day activities like production, marketing division etc. and has played a key role in the organization's presence in the industry across the country and in various other countries. He has also played an aggressive role in strategizing and putting in place a global marketing plan.

(v) Remuneration drawn/proposed:

Mr. Dixit Bokadia was appointed as a Whole Time Director of the Company, for period of 5 years, w.e.f. 1st April, 2021, as approved by members in Annual general meeting held on 25th October, 2021 with monthly remuneration of Rs. 3,00,000/- (Rupees Three Lakh only). After that company revised his remuneration from Rs. 3,00,000/- (Rupees Three Lakh only) per month to Rs. 4,00,000 (Rupees Four Lakh only) per month, w.e.f. 1st April, 2024 for his remaining term by way of Members approval as on dated 01st April, 2024. Company wants to increase in his remuneration from Rs. 48,00,000 (Rupees Forty-Eight Lakh only) per year up to

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OSWAL
ENERGIES LIMITED

(Formerly Known As Oswal Infrastructure Limited.)

REGISTERED OFFICE

1322 to 1326, Swati Crimson & Clover, Near Shilaj Circle, Shilaj,
Daskroi, Ahmedabad-380059, Gujarat, India
T: +91 85111 05777 • E: sales@oswalenergies.com

Rs. 1,00,00,000 (Rupees One Crore only) per year, payable on monthly basis and to give commission up to 1 % of Net Profit of the Company w.e.f. October 1, 2025, which is proposed for approval in ensuring Annual general meeting.

Mr. Jayant Bokadia was appointed as a Whole Time Director of the Company, for period of 5 years, w.e.f. 1st April, 2024, as approved by members in Extra Ordinary general meeting held on 01st April, 2024 with monthly remuneration of Rs. 8,25,000/- (Rupees Eight Lakh and Twenty-Five Thousand only). Company wants to increase in his remuneration from Rs. 99,00,000 (Rupees Ninety Nine Lakh only) per year up to Rs. 2,00,00,000 (Rupees Two Crore only) per year, payable on monthly basis and to give commission up to 2 % of Net Profit of the Company, w.e.f. October 1, 2025 for his remaining term of Directorship, which is proposed for approval in ensuing Annual general meeting.

Mr. Ratan Bokadia was appointed as a Managing Director of the Company, for period of 5 years, w.e.f. 01st June, 2024, as approved by members in Annual general meeting held on 12th September, 2024 with monthly remuneration of Rs. 8,25,000/- (Rupees Eight Lakh and Twenty-Five Thousand only). Company wants to increase in his remuneration from Rs. 99,00,000 (Rupees Ninety Nine Lakh only) per year up to Rs. 2,00,00,000 (Rupees Two Crore only) per year, payable on monthly basis and to give commission up to 2 % of Net Profit of the Company, w.e.f. October 1, 2025, for his remaining term of Directorship, which is proposed for approval in ensuring Annual general meeting

Proposed remuneration is already mentioned in the explanatory statement in Item no. 7, 8 & 9.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the Whole Time Director and Managing Director and the responsibilities shouldered by them and the industry benchmarks, the remuneration drawn by Mr. Dixit Bokadia, Mr. Jayant Bokadia and Mr. Ratan Bokadia is below the line, compared to remuneration packages paid to similar senior level persons in other Companies in the industry.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person:

Sr. No.	Name of the Company	Position	Annual Remuneration package (Rs. In lacs)
1.	Anup Engineering Limited	Managing Director	401.80
2.	Lloyds Engineering Works Limited	Whole Time Director	120.00

(vii) Pecuniary relationship(s) directly or indirectly with the Company, Co-relationship with the managerial personnel, if any:

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Besides the remuneration paid to Mr. Dixit Bokadia, Mr. Jayant Bokadia and Mr. Ratan Bokadia, they are Promoter- Directors as mentioned under related party transactions in annual report 2024-2025. Further, the persons are also holding equity shares in the Company.

III. OTHER INFORMATION:

(i) Reasons of loss or inadequate profits:

The company's performance is good and increasing every year.

(ii) Steps taken or propose[d] to be taken for improvement and expected increase in productivity and profits in measurable terms:

Company is making all efforts to cope up with the challenges and situation of industry through continuous cost cutting at all levels of operations while ensuring that efficiency and operations are not been hampered.

The Company is also taking steps for the process improvements, imparting training to the workforce on the continued basis, developing and improved customer services to mitigate the growing cost pressure. The Company has put its customers above everything and has striven to offer maximum values to its customers through price advantage, quality of goods, delivery of goods in time. In this way company has confidence and ability to outperform in the industry.

(iii) Expected increase in productivity and profits in measurable terms:

With the aforesaid step, The Company has performed well during the current financial year. The Company's ability to reduce the cost and on the same time get better margin together with purchasing efficiencies and also improvement in manufacturing yield and control over the expenses helped in increasing profitability of the company.

(iv) Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the resolutions and explanatory statement as stated above.

Date: 02nd September, 2025

Place: Ahmedabad

**By order of the Board of Directors
FOR, OSWAL ENERGIES LIMITED
(Formerly known as Oswal Infrastructure Limited)**

Registered Office:

Office No. 1322 to 1326,
Swati Crimson and Clover,
Near Shilaj Circle, Shilaj,
Ahmedabad, Daskroi,
Gujarat, India, 380059



Aayushi H. Tekani
Aayushi H. Tekani
Company Secretary &
Compliance Officer
(M. No: ACS-77555)

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting place)

I/We hereby record my/our presence at the Twelfth Annual General meeting of the Company being held on Tuesday, 30th September, 2025 at 11.00 A.M at 1322 to 1326, Swati Crimson and Clover, Nr. Shilaj Circle, Shilaj, Daskroi, Ahmedabad-380059

Full Name of Member (in Block Letters) _____

Registered Folio No. _____ No. of Equity Shares held _____

Full Name of the Proxy (in Block Letters) _____

Signature of the Member (s) / Proxy Present _____

Please complete and sign this attendance slip and hand over at the entrance of the meeting place. Only Members(s) or his/her/their proxy with this attendance slip will be allowed entry to the meeting.

-----cut here -----

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/

CIN: U45205GJ2013PLC073465

Name of the company: **OSWAL ENERGIES LIMITED (Formerly known as Oswal Infrastructure Limited)**

Registered office: Office No. 1322 to 1326, Swati Crimson and Clover, Near Shilaj Circle, Shilaj, Ahmedabad, Daskroi, Gujarat, India, 380059

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ DP ID and Client Id:

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

- Name:
Address:
E-mail Id:
Signature:....., or failing him
- Name:
Address:
E-mail Id:
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual general meeting of the company scheduled to be held on Tuesday, 30th September, 2025 at 11.00 A.M. at Office No. 1322 to 1326, Swati Crimson and Clover, Near Shilaj Circle, Shilaj, Ahmedabad, Daskroi, Gujarat, India, 380059 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.

- Adoption of Accounts and reports thereon
- To appoint a Director in place of Mr. Nitin Patil who retires by rotation at this Annual general meeting and eligible has offered himself for re- appointment
- To appoint Statutory Auditors of the Company
- To appoint Joint Statutory Auditor of the Company and fix their remuneration
- To Reappoint Mr. Dixit Bokadia as Whole-Time Director for 5 Years w.e.f. 01st April, 2026.
- To approve the remuneration of Cost Auditor of the Company
- To increase the remuneration of Mr. Dixit bokadia, a Whole-time Director of the Company
- To increase the remuneration of Mr. Jayant Bokadia, Whole-time Director of the Company
- To increase the remuneration of Mr. Ratan Bokadia, Managing Director of the Company

Signed this day of..... 20....
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 15 paisa
Revenue
Stamp

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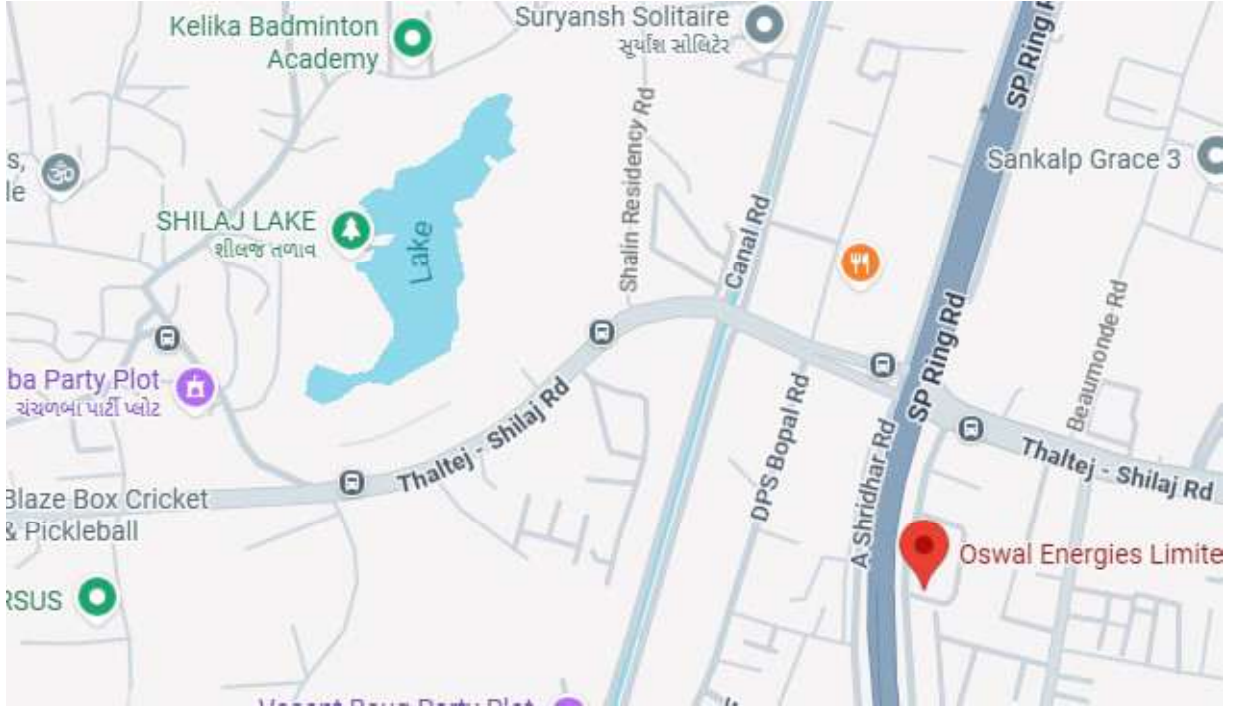
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ROUTE MAP TO VENUE OF THE TWELFTH ANNUAL GENERAL MEETING OF THE OSWAL ENERGIES LIMITED (FORMERLY KNOWN AS OSWAL INFRASTRUCTURE LIMITED) TO BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025 AT 11.00 AM. AT THE REGISTERED OFFICE SITUATED AT OFFICE NO. 1322 TO 1326, SWATI CRIMSON AND CLOVER, NEAR SHILAJ CIRCLE, SHILAJ, AHMEDABAD, DASKROI, GUJARAT, INDIA, 380059



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