



OSWAL OVERSEAS LIMITED

CIN-L74899DL1984PLC018268

(Sugar Division)

Village Aurangabad, Teh. Nawabganj, P.O.-Grem, Distt. Bareilly (U. P.) 243407

Phone : 05825-226551 (M) 09997300551-552, Fax : 05825-226763

To,
The General Manager,
Corporate Relation Department,
BSE Limited,
P. J. Towers, Dalal Street Fort,
Mumbai- 400 001

March 12, 2025

Sub: Intimation of notice of postal ballot in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We enclose herewith a copy of the Postal Ballot Notice ('Notice') of Oswal Overseas Limited ('the Company') dated March 12, 2025 along with the statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for seeking approval of the Members of the Company on the following Special Business, forming part of the Notice:

Sr. No.	Particular	Type of Resolution
1.	Appointment of Mrs. Priyanka Gandhi (DIN: 09499321) as a Woman Independent Director of the Company	Special

In compliance with the provisions of the Act read with various circulars issued by Ministry of Corporate Affairs, Government of India, the Notice is being sent only by email to the Members who have registered their email address with the Registrar & Share Transfer Agent of the Company viz. Beetal Financial & Computer Services Private Limited or depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Cut-off date i.e. **Friday, March 7, 2025**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide the e-voting facility. The e-voting facility shall commence at 9:00 A.M. (IST) on Saturday, March 15, 2025 till 5:00 P.M. (IST) on Sunday, April 13, 2025. Thereafter, the e-voting module shall be disabled by NSDL.



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Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of the assent or dissent of the Members would only take place through the e-voting system.

The above information is also available on the website of the company i.e. www.oswaloverseasltd.com and on NSDL website viz. www.evoting.nsdl.com.

You are requested to take the above information on record.

Thanking you,
Yours Faithfully

 For Oswal Overseas Limited



Lalit Kumar
Company Secretary & Compliance Officer

OSWAL OVERSEAS LIMITED

CIN: L74899DL1984PLC018268

Regd. Office – 98A, Second Floor, Namberdar Estate, Taimoor Nagar, New Delhi - 110065

Ph. 011-41064256, Fax No. 011-26322664

Email-id – cs@oswaloverseasltd.com, Website – www.oswaloverseasltd.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable law, rules and regulations that the Resolution as set out hereunder is proposed as a Special Resolution for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

The Board of Directors of the Company, at its meeting held on Wednesday, March 12, 2025, appointed M/s. Malik Anuj & Company, Practicing Company Secretaries, (Membership No. ACS 42273 and CP No. 16061) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

SPECIAL BUSINESS

1. Appointment of Mrs. Priyanka Gandhi as a Woman Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Priyanka Gandhi (DIN: 09499321) who was appointed by the Board of Directors as an Additional Woman Independent Director of the Company with effect from 18th

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January, 2025 in terms of Section 161 of the Act and the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 25 (2A) of the Listing Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mrs. Priyanka Gandhi, as an Woman Independent Director of the Company, not liable to retire by rotation, for a period of 1 year with effect from 18th January, 2025 to 17th January, 2026, be and is hereby approved.”

**By order of the Board of Directors
Oswal Overseas Limited**

Sd/-

Lalit Kumar

Company Secretary and Compliance Officer

Date: 12.03.2025

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as a director are furnished as an Annexure to this Postal Ballot Notice.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
 - This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on 7th March, 2025 ('cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Special Business is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.

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- The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of NSDL. The instructions for remote e-voting are provided in this Postal Ballot Notice.
 - Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.oswaloverseasltd.com>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
4. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.
 5. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at csanujmalik@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
 6. All the documents referred to in this Postal Ballot Notice and the accompanying Statement, may be accessed for inspection upon log-in to NSDL's website <https://eservices.nsdl.com> from the date of dispatch of this Postal Ballot Notice till 13th April, 2025 (last date of remote e-voting).
 7. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on the Special Resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
 8. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / Depository Participants thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

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9. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.

10. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: **9.00 a. m. (IST) on Saturday, 15th March, 2025**

End of remote e-voting: **5.00 p.m. (IST) on Sunday, 13th April, 2025.**

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

11. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at www.oswaloverseasltd.com and on the website of NSDL at <https://eservices.nsdl.com>. The results shall be communicated to the Stock Exchanges simultaneously.

12. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e. 13th April, 2025. Further, a resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.

13. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on the Special Resolution set forth in this Postal Ballot Notice is 07th March, 2025. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

14. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Special Resolution, in accordance with the process specified in this Postal Ballot Notice.

15. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

16. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

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

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

Step 1: Access to NSDL e-Voting system

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A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="513 737 1375 1186">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="513 1186 1375 1354">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="513 1354 1375 1860">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.





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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

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after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The

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password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

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3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Appointment of Mrs. Priyanka Gandhi (DIN: 09499321) as a Woman Independent Director of the Company

In terms of the Corporate Governance Guidelines of the Company and the Board of Directors of the Company at their meeting held on January 18, 2025 had appointed Mrs. Priyanka Gandhi (DIN: 09499321) as an Additional Director of the company pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) in the capacity of Independent Director w.e.f. January 18, 2025. Mrs. Priyanka Gandhi holds office as an Additional Director up to the date of the next annual general meeting.

Pursuant to the provisions of Section 149, 152 of the Act read with the Rules made thereunder and Schedule IV to the Act, Mrs. Priyanka Gandhi is proposed to be appointed as a Woman Independent Director of the Company for a term of 1 year effective January 18, 2025 not liable to retire by rotation.

In line with the Company’s remuneration policy for Independent Directors, Mrs. Priyanka Gandhi will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received a declaration from Mrs. Priyanka Gandhi confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mrs. Priyanka Gandhi to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mrs. Priyanka Gandhi to be appointed as an Independent Director.

In the opinion of the Board of Directors, Mrs. Priyanka Gandhi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mrs. Priyanka Gandhi setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@oswaloverseasltd.com.

OSWAL OVERSEAS LIMITED

CIN: L74899DL1984PLC018268

Regd. Office – 98A, Second Floor, Namberdar Estate, Taimoor Nagar, New Delhi - 110065

Ph. 011-41064256, Fax No. 011-26322664

Email-id – cs@oswaloverseasltd.com, Website – www.oswaloverseasltd.com

Brief profile of Mrs. Priyanka Gandhi, Independent Director of the Company, is given below:

Mrs. Priyanka Gandhi (DIN: 09389404) aged about 38 years having experience of more than 14 years of experience in corporate governance, secretarial services, finance and compliance management. Presently, she is working with BRSB securities Pvt. Ltd. Prior Joining to current Company she was the Company Secretary and Compliance Officer (2019-2023) of Singer India Limited listed on Bombay Stock Exchange (BSE).

She qualified **Company Secretary** from The Institute of Company Secretaries of India in August, 2012. She also has done **MBA (Finance and Marketing)** (2010) from Amity Business School, Noida and a **B.Com (Hons.)** (2008) from Dyal Singh College, Delhi University and **L.LB** from CCSU, Meerut.

With a strong foundation in corporate law and governance, She bring a wealth of expertise in managing the secretarial and compliance functions of listed companies. Her experience includes ensuring adherence to regulatory requirements, corporate governance practices, and risk management protocols. She had earlier worked with the manufacturing companies in various functions like Finance, Accounts, taxation and Legal as well.

Except Mrs. Priyanka Gandhi whose appointment is proposed, none of the Directors and Key Managerial Personnel or their respective relatives is interested or concerned, financially or otherwise, in the resolution No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Additional information in respect of Mrs. Priyanka Gandhi pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) is given at Annexure A to this Notice.

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Annexure – A

Details of the Director pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mrs. Priyanka Gandhi
Age	38 Years
Nationality	Indian
Relationship with other Directors inter-se and Key Managerial Personnel	Nil
Date of First Appointment on the Board	18.01.2025
Expertise in specific functional areas	Corporate Governance, Secretarial services, Finance, Compliance management, Legal, Strategy and General Management
Qualification	CS, MBA, B.com, LLB
Terms and conditions of Appointment and Remuneration proposed to be paid	Appointment as an Independent Director for a First term of one year, not liable to retire by rotation. She will be entitled for sitting fee for attending the Board/ Committee meetings, as approved by the Board.
No. of Equity Shares of Rs. 5/- each held in the Company or on behalf of any other person on beneficial basis	Nil
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies} #	1. QUADRANTECH MANAGEMENT CONSULTANTS PRIVATE LIMITED
List of the Committees of other Board of Directors (across all companies) in which Chairmanship/ Membership is held	Nil
No. of Board Meetings attended during F.Y.- 24-25 (till date)	2