



01st April, 2022

To,
BSE Limited
Dalal Street Fort,
Mumbai, MH-400001

Script Code: 514330

Subject: Submission of Notice of Extra-ordinary General Meeting of Company to be held on Friday, April 22, 2022

Dear sir/ma'am,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-Ordinary General Meeting ("EGM") of the Company will be held on Friday, April 22, 2022 at 2:00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The copy of the Notice of EGM is enclosed herewith for your kind reference. The Notice of EGM has been dispatched electronically to the members whose email IDs are registered with the Company/ Depositories.

Please take the same on your record

Thanking you

Yours faithfully,

For, **ONE GLOBAL SERVICE PROVIDER LIMITED**
(Formerly known as Overseas Synthetic Limited)

A handwritten signature in black ink, appearing to read "Priyanka Garg", with a horizontal line underneath.

Priyanka Garg
Company Secretary & Compliance Officer

ONE GLOBAL SERVICE PROVIDER LTD
(Formerly known as Overseas Synthetics Limited)
CIN-L74110MH1992PLC367633

1205-1206, 12TH FLOOR, RAHEJA CHAMBERS, 213, FREE PRESS JOURNAL MARG, NARIMAN POINT
MUMBAI400021 IN



NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,
The Members,
ONE GLOBAL SERVICE PROVIDER LIMITED

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with Rule 22 of the Companies (Management & Administration) Rules, 2014, (Including any statutory modification or retrenchment thereof for the time before in force), Regulation 30 read with clause 12 of Para A of Schedule III and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 and pursuant to other Applicable law and Regulations that the resolutions appended herewith are proposed to be passed as Ordinary/Special Resolutions in the Extra-ordinary General Meeting will be held on Friday, April 22, 2022 at 2:00 P.M. at 1205-1206, 12th Floor, Raheja Chambers, 213, Free Press Journal Marg, Nariman Point Mumbai 400021 to transact following business:

1. Appointment and Regularization of Mr Sanjay Upadhaya (DIN: 07497306) as Chairperson and Managing Director of the Company.
2. Appointment and Regularization of Ms Pooja Khakhi (DIN: 07522176) as Independent Director of the Company.
3. Appointment and Regularization of Mr Hemang Harshadbhai Shah (DIN: 08740598) as Independent Director of the Company.
4. Addition in Object Clause of Memorandum of Association of the Company.
5. Adoption of Object clause of Memorandum of Association as per provisions of Companies Act, 2013.

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended for your consideration.

Ms. Umangi Bhavsar, Practising Chartered Accountant, Ahmedabad (having Membership No. COP 190282), has been appointed by the Board of directors of the Company as Scrutinizer for conducting the Extra-ordinary General Meeting in a fair and transparent manner.

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SPECIAL BUSINESS

1. APPOINTMENT OF MR SANJAY UPADHAYA (DIN: 07497306) AS CHAIRPERSON AND MANAGING DIRECTOR 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to regularize and change the designation of Mr. Sanjay Lalbhadrur Upadhaya (DIN: 07497306) from Director as Chairperson and Managing Director of the Company for a period of Five years with effect from conclusion from this Extra-ordinary General Meeting, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sanjay Lalbhadrur Upadhaya, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD, the agreed remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice convening this Meeting and the that the perquisites pertaining to contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave Encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

2. **APPOINTMENT OF MS POOJA KHAKHI (DIN: 07522176) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to appoint Ms Pooja Khakhi as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 29.03.2022 to hold office till the conclusion of the next Extra-ordinary General Meeting and subject to the approval of the members in the ensuing General Meeting, to regularize Ms Pooja Hemang Khakhi as an Independent Director to hold office for a term up to 5 consecutive years from conclusion of this Extra-ordinary General Meeting.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required”.

3. **APPROVE APPOINTMENT OF MR HEMANG HARSHADBHAI SHAH (DIN: 08740598) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to appoint Mr Hemang Shah as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 24.01.2022 to hold office till the conclusion of the next Extra-ordinary General Meeting and subject to the approval of the members in the ensuing General Meeting, to regularize as an Independent Director to hold office for a term upto 5 consecutive years from conclusion of this Extra-ordinary General Meeting.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required”.

4. ADDITION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION 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 provisions of Sections 4, 13,15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, the consent of the members be and is hereby accorded for alteration of other object clause, by addition of business of Consultancy development of IT products and its enabled services of the Memorandum of Association of the Company and the altered new object is mentioned as below:

(A) MAIN OBJECTS:

Provide consultancy and development (requirements, design, develop, test, integrate, deploy, maintain) of software/IT product and its enabled services to all sectors/domain but not limited to e-commerce, transportation, banking, entertainment and gaming industry, education, hospitality, health and wellness, retail, multimedia, telecommunication, network security, web-hosting, bio-technology, e-governance, infrastructure, food, agriculture, engineering, research, marketing and software sectors, using latest technology prevailing in the industry in various programming languages. Ability to digitize working environment comprising of manual and/or semi-automated process steps with a software application.

Sell, purchase, distribute licenses, resell, import, export IT and/or software products and its enabled services across the globe including India and provide maintenance services as per the need of the customer.

In addition to above mentioned, provide software only solutions around but not limited to data analytics, machine learning, artificial intelligence, statistical inferences, etc.

Provide hardware solution to host software applications developed including Server, router and its related accessories.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director or the Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

5. ADOPTION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013.

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

By order of the Board

SD/-
Sanjay Upadhaya
Director
DIN: 07497306

Place: Mumbai

NOTES:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as 'Circulars') permitted companies to hold EGM through video conference ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. Accordingly, the EGM of the Company will be held through VC. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.

2. The EGM shall be deemed to be held at the Registered Office of the Company at 1205-1206, 12th Floor, Raheja Chambers, 213, Free Press Journal Marg, Nariman Point, Mumbai – 400021.

3. The Circulars waived the requirement of permitting the members to appoint proxies to attend and vote on his/her behalf, as the EGM is being held through VC. Accordingly, the facility for appointment of proxies by the members will not be available. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC and cast their votes through e-voting.

4. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 ("the Act").

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal/e-voting portal.

5. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special Business to be transacted at the Extra – Ordinary General Meeting (EGM) is annexed hereto. The relevant details, pursuant to regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment at this EGM is annexed.

6. NSDL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the Extra-ordinary General Meeting.

7. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (Shareholders holding more than 2%),

promoters, Institutional investors, directors, Key managerial personnel, Chairperson of Audit/NRC/SRC Committee, Auditors etc., maybe allowed to attend the meeting without the restriction on account of first-come-first-served basis.

8. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in /022-24994360 or Mr Sagar Ghosalkar, Assistant Manager - NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.

9. The Company has appointed MCS Share Transfer Agent Limited, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Following information of RTA is as follows:

Telephone No. 079-26580461

E-mail address: mcsstaahmd@gmail.com

Fax No: 0265-2341639

However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its Registered Office.

Telephone No. 0265 - 2981195

Email: overseassltd@gmail.com

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

11. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and MCS Share Transfer Agent Limited (RTA), or to the Company at its Registered Office in respect of their physical shares.

12. Members desiring any information are requested to write to the Company 10 days in advance.

13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.

14. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking re-appointment along with the details of other Directorships, memberships, chairmanships of Board Committees,

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shareholding and relationships amongst director's inter-se is set out in the Brief Resume appended to this Notice.

15. The voting rights of members shall be in proportion to their shares Held in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, April 14, 2022.

16. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

17. The e-voting period commences on Tuesday, April 19, 2022 (9:00 a.m. IST) and ends on Thursday, April 21, 2022 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

18. The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

19. A persons, 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 as may be facilitated by NSDL.

20. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Ms. Umangi Bhavsar, Proprietor at M/S Umangi Bhavsar & Associates, Chartered Accountants, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

21. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e- voting" or by such means as may be facilitated by NSDL for all those members who are participating in the GM through Video Conferencing but have not cast their votes by availing the remote e-voting facility.

22. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL the results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai.

24. Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

25. Instructions for Members for participating in the EGM through VC/OAVM

I. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at www.evoting.nsdl.com under member's login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed.

II. Members can start joining in 30 (thirty) minutes before the scheduled time of EGM and it will be kept open for 15 (fifteen) minutes after the start of EGM.

III. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (Shareholders holding more than 2%), promoters, Institutional investors, directors, Key managerial Personnel, Chairperson of Audit/NRC/SRC Committee, Auditors etc., maybe allowed to attend the meeting without the restriction on account of first-come-first-served basis.

IV. User Guidelines/Compatibility for viewing of EGM:

All you need is a computer with an Internet connection (high speed service such as DSL or cable works best) and speakers Compatible Browser list: Google Chrome 50 | Microsoft Edge | Internet Explorer 10 & above | Firefox | Safari | Opera

Video Buffering/Video Stuck but not audible: Check on the Internet Connection, Check whether you have sufficient bandwidth for viewing the Same, To check whether if you have sufficient bandwidth for viewing the same, click on the system check tab or visit speed.test.net Minimum Internet Speed should be 10 MBPS with the Upload and Download Ratio of 1:1.

Allow third party cookies.

You may also use a headset instead of speakers.

Please refresh your browser (for laptop / desktop kindly press CTRL+F5)

26. Procedure to raise questions / seek clarifications with respect to Agenda of EGM:

- As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to overseassltd@gmail.com. Questions / queries received by the Company till 5:00 p.m. IST on Sunday, 17th April 2022 shall only be considered and responded to during the EGM.
- Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending an email to any time before 5:00 p.m. IST on Sunday, 17th April 2022, mentioning their name, Demat account number/ folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM, depending on availability of time.

27. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the cut-off date the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

II. The facility for voting shall be made available at the EGM and the members attending the meeting through VC who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through such mode as may be facilitated by NSDL.

III. The remote e-voting period commences Tuesday, April 19, 2022 (9:00 a.m. IST) and ends on Thursday, April 21, 2022 (5:00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 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. Your password details 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 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, your ‘initial password’ is communicated to you on your postal address
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e- voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - 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
 - a) 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 Aadhaar Card) by email to sadhananitra@sncl.com
 - b) 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 Aadhaar Card) to sadhananitra@sncl.com.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khasociates2016@gmail.com with a copy marked to evoting@nsdl.co.in.



2. 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

By order of the Board

SD/-

Sanjay Upadhaya

Director

DIN: 07497306

Place: Mumbai

ONE GLOBAL SERVICE PROVIDER LTD

(Formerly known as Overseas Synthetics Limited)

CIN-L74110MH1992PLC367633

1205-1206, 12TH FLOOR, RAHEJA CHAMBERS, 213, FREE PRESS JOURNAL MARG, NARIMAN POINT
MUMBAI 400021 IN



Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 01

The Board at its meeting held on 29th March, 2022 appointed Mr Sanjay Lalbhadr Upadhaya (DIN 07497306) as Managing Director with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013 (“the act”). Further, the Board approved the change in designation of Mr Sanjay Lalbhadr Upadhaya from Director to Managing Director of the Company.

Further, the Company has received consent in writing to act as director and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr Sanjay Lalbhadr Upadhaya Managing Director of the Company.

A brief profile of Mr Sanjay Lalbhadr Upadhaya, including nature of his expertise, is provided as Annexure-I of this Notice.

In addition to the above, the Board is of the view that the appointment of Mr Sanjay Lalbhadr Upadhaya (DIN 07497306), on the Company’s Board as Managing Director is desirable and would be beneficial to the Company and hence it recommends to the shareholders to approve the changer his designation from Director to Managing Director of the Company for a period of 5 years effective from conclusion of EGM, on the terms and conditions of appointment and remuneration as approved by the Board of Directors through the said Resolution No. 01 for approval by the members of the Company.

Terms and conditions are enumerated below:

1. Tenure of appointment of Mr Sanjay Lalbhadr Upadhaya as Managing Director shall be for a period of Five years with effect from conclusion of this EGM.
2. Remuneration
 - (i) The salary of Mr Sanjay Lalbhadr Upadhaya shall be decided by the shareholders in the Extra-ordinary General Meeting.
 - (ii) Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company.
 - (iii) Annual Performance Bonus/Incentive, if any, based on the performance criteria as laid down by or approval by Board.

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(iv) Leave encashment shall be as per Rules of Company.

(v) In the event of loss or inadequacy of profits in any financial year during the tenure of services of Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr Sanjay Lalbhadr Upadhaya, are concerned or interested, financially or otherwise, in the resolution.

Item No. 02

Ms. Pooja Hemang Khakhi (DIN: 07522176), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 29th March, 2022, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Pooja Hemang Khakhi shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Ms. Pooja Hemang Khakhi, including nature of her expertise, is provided as Annexure-II of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Ms. Pooja Hemang Khakhi (DIN: 07522176) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Ms. Pooja Hemang Khakhi declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Ms. Pooja Hemang Khakhi, are concerned or interested, financially or otherwise, in the resolution.

Item No. 03

Mr. Hemang Shah (DIN: 08740598), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 24th January, 2022, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Hemang Shah shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mr. Hemang Shah, including nature of his expertise, is provided as Annexure-III of this Notice.



Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr Hemang Shah (DIN: 08740598) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Ms. Pooja Hemang Khakhi declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Hemang Shah, are concerned or interested, financially or otherwise, in the resolution.

Item No. 04

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The addition in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being amended with insertion of New Clause III (A). The Board at its meeting held on March 29, 2022 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 05

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety.



The Board at its meeting held on March 29, 2022 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same. The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

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Brief resume of Directors being appointed/re-appointed (in pursuance of Regulation 36(3) (a) of the Listing Regulations) and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re- appointment

(Annexure-I)

Sr. No	Particulars	Details
1.	Name of Person	Mr. Sanjay Lalbhadr Upadhaya
2.	Date of Birth	10 th September, 1977
3.	Age	44 years
4.	Date of Appointment	29 th March, 2022
5.	Expertise in Specific Functional area	B.E.(Biomedical) specialization in Nuclear Medicine, MGM CET
6.	Experience	20 years
7.	Brief Resume	Professional with a vast experience over last 20 years in Medical Diagnostics and Health Technology. Also associated on the Boards of Companies like MLDC Healthcare Private Limited & Future path Academy Private Limited and Maharashtra Medical Tourism Services Limited
8.	Qualifications	B.E. (Biomedical) specialization in Nuclear Medicine, MGM CET, Professional in Medical Diagnostics and Health Technology.
9.	Terms & conditions of Appointment	With effect from 29/03/2022 Mr. Sanjay Lalbhadr Upadhaya shall be Director of the Company for the 5 financial years
10.	No. of Board Meetings attended	10
11.	List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12.	Number of Shares held in the Company	NIL
13.	Relationship with other Directors	Not related to any of the directors of the Company.

(Annexure-II)

Sr. No	Particulars	Details
1.	Name of Person	Ms. Pooja Hemang Khakhi
2.	Date of Birth	03 rd August, 1992
3.	Age	29 years
4.	Date of Appointment	29 th March, 2022
5.	Expertise in Specific Functional area	Corporate Law & Compliances
6.	Experience	7 Years
7.	Brief Resume	7 years of overall experience in the field of Corporate Law and Compliances
8.	Qualifications	Company Secretary, LLB, B.Com
9.	Terms & conditions of Appointment	With effect from 29/03/2022 Ms. Pooja Hemang Khakhi shall be Director of the Company for the 5 financial years
10.	No. of Board Meetings attended	NIL
11.	List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12.	Number of Shares held in the Company	NIL
13.	Relationship with other Directors	Not related to any of the directors of the Company.

(Annexure-III)

Sr. No	Particulars	Details
1.	Name of Person	Mr. Hemang Harshadbhai Shah
2.	Date of Birth	12 th May, 1989
3.	Age	32 years
4.	Date of Appointment	24 th January, 2022
5.	Expertise in Specific Functional area	Trademarks, Registered Valuer, Corporate Law & Compliances
6.	Experience	7 years
7.	Brief Resume	7 years of overall experience in the field of Corporate Law and Compliance, Trademark Agency, IBBI Registered Valuation.
8.	Qualifications	Practicing Company Secretary, IBBI Registered Valuer, Registered Trademark Agent, Qualified Independent Director
9.	Terms & conditions of Appointment	With effect from 24/01/2022 Mr. Hemang Harshadbhai Shah shall be Director of the Company for the 5 financial years
10.	No. of Board Meetings attended	01
11.	List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12.	Number of Shares held in the Company	NIL
13.	Relationship with other Directors	Not related to any of the directors of the Company.