



To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Code: 514330

Dear Sir,

Sub.: Outcome of the Board Meeting held on, Monday, 06th March, 2023

This is to inform you that the Board of Directors of the Company in its meeting held today i.e. Monday, March 06, 2023 which commenced at 5:00 p.m. and concluded at 7:30 p.m., inter-alia, have considered and approved the following matters among other businesses:

1. Considered and approved the Revised Draft Scheme of Amalgamation and Arrangement between One Global Service Provider Limited (“Transferee Company”) and Plus Care Internationals Private Limited (“Transferor Company”) under Section 230 to section 232 of the Companies Act, 2013 subject to approval of Hon’ble National Company Law Tribunal, the approval of the Shareholders & Creditors and other authorities.
2. Considered and approved the Revised Valuation Report in respect to revised draft Scheme of Amalgamation and Arrangement between One Global Service Provider Limited (“Transferee Company”) and Plus Care Internationals Private Limited (“Transferor Company”).
3. Considered and approved the Fresh Fairness Opinion Report in respect to revised draft scheme of amalgamation and arrangement between One Global Service Provider Limited (“Transferee Company”) and Plus Care Internationals Private Limited (“Transferor Company”).
4. Considered and approved report of Independent Director Committee and Audit Committee in respect to revised draft Scheme of Amalgamation and Arrangement between One Global Service Provider Limited (“Transferee Company”) and Plus Care Internationals Private Limited (“Transferor Company”).
5. Considered and approved Pricing Certificate issued by M/s S D P M & Co., Chartered Accountants in respect to revised draft Scheme of Amalgamation and Arrangement between One Global Service Provider Limited (“Transferee Company”) and Plus Care Internationals Private Limited (“Transferor Company”).

ONE GLOBAL SERVICE PROVIDER LIMITED

(Formerly known as Overseas Synthetics Limited)

CIN : L74110MH1992PLC367633

Telephone : 8657527323 Website : www.1gsp.in E-mail : 1connect@1gsp.in

Registered Address : 1205-1206, 12th Floor, Raheja Chambers, 213, Free Press Journal Marg,
Nariman Point, Mumbai 400021



In terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as **Annexure I**.

Kindly take note of the above.

Thanking You,
Yours Faithfully.

For One Global Service Provider Limited
(formerly known as Overseas Synthetics Limited)

PRIYANKA Digitally signed by
PRIYANKA GARG
A GARG Date: 2023.03.06
19:34:16 +05'30'

Priyanka Garg
Company Secretary & Compliance Officer

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ANNEXURE 1

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Details
Name of entities forming part of amalgamation	Scheme of Amalgamation between Plus Care Internationals Private Limited With One Global Service Provider Limited.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”.	Yes the transaction falls within related party transactions and the same is done at arms length.
Rationale for the scheme	<p>The Transferee Company’s one of the main object is to carry out the activities in the field of health related services and that the Transferor Company provides on business of running all types of hospitals, nursing homes, clinics, dispensaries, Maternity homes, health care centre, diagnostic centre, Child Welfare and Family Planning center, Pathological & other laboratories, X Ray Clinics, E.C.G. Clinics, Blood Banks, Kidney Bank, and other health related activities and services.</p> <p>The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:</p> <ul style="list-style-type: none"> • Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity; • The Proposed amalgamation will offer an immense opportunity to consolidate the portfolio of brands and products that are relevant to the “Health Industry” under a single roof; • The Proposed amalgamation will enable the merged entity to cater to the needs of entire value chain. This can have a better reach in terms of various customer base and will provide a stronger market position of the company ; • The Proposed amalgamation will result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.

	<ul style="list-style-type: none"> • Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry. • Greater access by the amalgamated company to different market segments in the conduct of its business. • Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses. • Achieving economies of scale. <p>The Scheme is in the interest of shareholders, creditors, lenders, and other various Stakeholders of the respective companies. It is not prejudicial to the interest of shareholders, creditors, lenders, and other various stakeholders of the respective companies.</p> <p>Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate Transferor Company with Transferee Company in accordance with this Scheme, pursuant to Section 230 to 232 of the Companies Act, 2013.</p> <p>Amalgamation of the Transferor Company with the Transferee Company, pursuant to section 230 -232 of the Companies Act, 2013 will take effect from the effective date and in compliance with Section 2(1B) of the Income Tax Act, 1961.</p>		
Area of Business	<table border="1"> <tr> <td data-bbox="597 1171 1029 1806"> <ol style="list-style-type: none"> 1. The Transferee Company at the time of Incorporation was engaged into the business of doing different types of processes on various kinds of materials. 2. Later in the year 2012 along with the original business of doing processing on various kinds of materials, the company started doing the business of manufacturing and processing of various chemicals and dyes including food pigments. 3. In the year 2020 the Transferor Company dropped off its original business and started to provide services related to health, medical </td> <td data-bbox="1029 1171 1451 1806"> <p>The Transferor Company at the time of Incorporation was engaged in the business of providing on business of running all types of hospitals, nursing homes, clinics, dispensaries, Maternity homes, health care centre, diagnostic centre, Child Welfare and Family Planning center, Pathological & other laboratories, X Ray Clinics, E.C.G. Clinics, Blood Banks, Kidney Bank, or such other human or animal limb or organ banks, whether natural or artificial and also to carry on business of running creches, ambulances and other health related activities and services.</p> </td> </tr> </table>	<ol style="list-style-type: none"> 1. The Transferee Company at the time of Incorporation was engaged into the business of doing different types of processes on various kinds of materials. 2. Later in the year 2012 along with the original business of doing processing on various kinds of materials, the company started doing the business of manufacturing and processing of various chemicals and dyes including food pigments. 3. In the year 2020 the Transferor Company dropped off its original business and started to provide services related to health, medical 	<p>The Transferor Company at the time of Incorporation was engaged in the business of providing on business of running all types of hospitals, nursing homes, clinics, dispensaries, Maternity homes, health care centre, diagnostic centre, Child Welfare and Family Planning center, Pathological & other laboratories, X Ray Clinics, E.C.G. Clinics, Blood Banks, Kidney Bank, or such other human or animal limb or organ banks, whether natural or artificial and also to carry on business of running creches, ambulances and other health related activities and services.</p>
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	and healthcare activities including import-export of bulk drugs and pharmaceutical formulations and running of all types of hospitals and related services. It also started to promote research & development work related to medicines. In 2022, in addition to above object, it also started to provide consultancy and development (requirements, design, develop, test, integrate, deploy, maintain) of software/IT product and its enabled services			
Exchange ratio	1202 Equity shares of face value of Rs.10/- (Rupees One) each in Transferee Company for every 1 Equity shares held in Plus Care Internationals Private Limited/ Transferor Company.			
Shareholding pattern	One Global Service Provider Limited (Resulting Company)			
	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	20,96,432	29.51%	1,44,14,528	73.76%
Public	500,8275	70.49%	51,28,475	26.24%
Custodian	0	0	0	0
TOTAL	71,04,707	100	1,95,43,003	100
No of shareholders	3386		3388	
	Plus Care Internationals Private Limited(Transferor Company)			
	Pre		Post	
	No. of Shares	% of holding	No. of shares	%of holding
Promoter	10,000	96.63%	NA	
Public	348	3.36%	NA	
Custodian	0	0	NA	
Total	10,348	100%	NA	
No. of shareholders	3		NA	