



Overseas Synthetics Limited

Date: 16th December, 2019

To,
Corporate Relationship Department
The Bombay Stock Exchange Limited,
Dalal Street, Mumbai - 400 001

Scrip code: 514330

Subject: Submission of Notice of Extra-Ordinary General Meeting of Company to be held on Tuesday, 07th January, 2020

Dear Sir/Madam,

We enclose herewith Notice of Extra-Ordinary General Meeting of Company to be held on Tuesday, 07th January, 2020.

You are kindly requested to take the same on record and oblige.

Thanking you.

Yours faithfully,

For Overseas Synthetics Limited

Roshni Shah.

Company Secretary & Compliance Officer

Regd. Off.: Block No. 355, Manjusr - Kumpad Road, Village: Manjusr, Taluka: Savli, District: Vadodara - 391775, INDIA
CIN: L24200GJ1992PLC017316, 0265 2981195, 2983754, www.overseassynthetics.com, Email: overseassltd@gmail.com



Overseas Synthetics Limited

Notice of the Extraordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Overseas Synthetics Limited will be held on Tuesday, 07th January, 2020 at 11.30 a.m. at the Registered Office of the Company situated at Block No. 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara GJ 391775 to transact the following Special businesses:

1. To consider Change of Name 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 4, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s)/ appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from “Overseas Synthetics Limited” to “One Global Service Provider Limited”.

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name “Overseas Synthetics Limited” wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the name “One Global Service Provider Limited”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution.”



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2. To consider Change of Object Clause of the Memorandum of Association of the Company and Adoption of Memorandum of Association as per the 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), the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended and further 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 the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. Clause III (A) of the Object clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’.

B. The existing Main Object of Clause III (A) be altered by replacing the same with the following new Clause III (A) as under:

1. To provide services related to health and to undertake, assist, promote, conceive, design, build and construct, establish, setup, develop, takeover, run, manage and operate establishments, organizations and institutions, facilities for providing, giving and dispensing medical treatment, medical facilities, para medical facilities, healthcare facilities and all health, medical and other related and ancillary services, and support and carrying out all medical and healthcare activities, including general, multi-specialty and super specialty hospitals and to carry on the business of development, purchase, sale, trading, import and export of bulk drugs and pharmaceutical formulations and to



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own, manage, maintain and administer and/or carry on business of running all types of hospitals, nursing homes, clinics, dispensaries, maternity homes, health care center, diagnostic center, 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 crèches, ambulances and other related services.

2. To undertake, promote, establish or engage in all kinds of research & development work connected with all facilities of medicines or assisting in establishing research centers, engaged in the kind of research work connected with different school of medicine.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

RESOLVED FURTHER THAT the following changes be introduced to the renamed Clause III (B):

3. The existing clause 1 be deleted and be replaced with the following:
“To carry on the business as manufacturers, traders, dealers of all types of equipment, Chemical, injectable dyes, drugs, vaccines, syrups, capsules, tablets, artificial organ and their chemical intermediaries; gases, heavy and light Radioactive chemicals; by-products therefore mixtures derivatives and modifications thereof and wheel chair and stretchers makers and providers of all requisites for hospitals and to provide consulting on insurance alternatives.”
4. The existing clause 2 be deleted and be replaced with the following:
“To carry on the business of beauticians, manicurists and to run, manage, build, construct, take on hire or lease, health care center, yoga centers, gymnasiums, beauty salons, swimming pools, natural cure centers, sona & steam bath, and similar establishment and to conduct classes, seminars, demonstration, education and training programmes for betterment of body and health care and to organize, conduct, or sponsor time to time, health and fitness camp, yoga camp or workshop, beauty contest event to encourage or make people aware about healthy & fit lifestyle.”



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5. The existing clause 3 be deleted and be replaced with the following:
“To open new branches in India or abroad to facilitate the business and for attainment of main object of the Company and to appoint, hire and depute consultants, employees in India or abroad for the attainment of the main object of the Company.”

6. The existing clause 4 be deleted and be replaced with the following:
“To carry on, manage, supervise and control the business in India and or abroad, of telecommunication, infrastructure, telecommunication systems, telecommunication networks and telecommunication services of all kinds including and not limited to setting up telephone exchanges, coaxial stations, telecommunication lines and cables of every form and description, transmission, emission, reception through various forms, maintaining and operating all types of telecommunication services and providing data programmes, and databases for telecommunication.”

7. The existing clause 5 be deleted and be replaced with the following:
“To build, construct, acquire, erect, install, own, purchase, hire, sell, lease, exchange, operate, maintain, develop, promote manage, repair, administer, and provide communication infrastructure facilities in the telecom sector and to provide all type of automation services/products, systems automations and to act as service providers, consultants, advisors, system analyst and maintenance, contractors, sub-contractors of all related matters, things and activities pertaining to software, hardware and related products and services, in electronic, electrical, mechanical, energy and such other areas in India and or abroad.”

8. The existing clause 6 be deleted and be replaced with the following:
“To carry on in India and elsewhere the business of undertaking Infrastructure projects involving IT, IT Enabled Services, Management Consultancy & Services and electronics, electrical, telecommunications, software development, Internet Service Providers and to provide services related to E Commerce, Electronic data interchange, Networking, High End Data and Image Transfer Solutions, Web TV, Online Shopping, Creation of websites and web based solutions, CGI Interface, FTP access, Usenet and Telnet, Internet Relay Chat, Domain Name Registration, Information Technology Facility Management Services and Routing, Computer Storage Space solutions, to develop, design conceptualize, improve, produce, reproduce, market, patent, distribute, buy, sell, license, provide, import, export, implement, operate, support and maintain Information



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Technology and Communication based products and services and Image Transfer in any form including digital packet services of consultancy, manpower, outsourcing and training, designing, coding data center and integrating systems for intranet and internet solutions, wireless, wired line, VSAT solutions and to sell and buy bandwidth and to provide infrastructure services in the field of telecommunications, provide national and international local long distance Voice Data and Video services and to become an internet service provider or operator or service provider for satellite communications under any or all classes as permitted by the Government of India.”

9. The existing clause 7 be deleted and be replaced with the following:

“To purchase, to take in exchange or on lease, construct, rent, hire, occupy, allot, to be occupied or otherwise, acquire and use any freehold, leasehold or other immovable property, residential and /or office flats and lands, estates, shop warehouses, show-rooms, work-shops, easements, offices, building, premises, machinery, plant and works or any other rights or other interests in any land, building and premises immovable or movable, real or personal property, either in consideration of a gross sum or of a rent charged in cash, services or on perpetual lease, rent in the manner aforesaid or partly in one way or another or others.”

10. The existing clause 8 be deleted and be replaced with the following:

“To lease out lands acquired by the company to tenants for industrial, commercial or other lawful purpose connected with the business of the company and to extend or terminate such lease or to deal with the same in any manner as the company may think fit.”

11. The existing clause 9 be deleted and be replaced with the following:

“To carry on business of providing, managing & assisting knowledge/business process outsourcing at individual level, process level & functional level which will include outsourcing specific activities and associated positions from contract employers and outsourcing a specific knowledge/ business process such as legal/ administrative services inter alia immigration, bankruptcy, trademark and copyrights and real estate, payroll, staffing, contractual staffing, recruitment, employee training and development, retirement plan administration, information systems development, information technology infrastructure, customer call centers, travel reservations, technical support centers, billing, claims processing, inbound and outbound logistics, warehousing and inventory management, document processing & digitizing, accounts payable/receivable,



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auditing, tax document preparation, facilities maintenance & providing requisite and specialized software, manpower, electronic devices inter alia computers, printers, fax machines in that regard in India or abroad. At functional level, the work will involve outsourcing whole functions such as legal, accounting, production, marketing, human resource, logistic, sales stores, service, receivables management from a body corporate whether incorporated or not, or firm or an individual in India or abroad.”

12. The existing clause 10 be deleted and be replaced with the following:

“To construct, enlarge, rebuild, renovating, decorate, repair, maintain, let out, hire, lease, or otherwise deal in construction of all description like land, buildings, flats, shops, bungalows, farmhouse, row-houses, commercial, residential, educational, and non-commercial complexes, houses and other immovable or movable, real or personal properties of any tenure and any interest therein, hospitals, nursing homes, clinics, godowns, warehouses, factories, colleges, school, township, freehold, and leasehold ground and land, developing property in general including reclamation of land from the sea, levelling, landscaping and sub-dividing.”

13. The existing clause 11 be deleted and be replaced with the following:

“To carry on the business & activities of turnkey projects on Built Operate Transfer (BOT), Built Operate Own (BOO), Public Private Partnership (PPP) basis or otherwise viz. Information Technology (IT)/ Information Technology Enabled Services (ITES) inter-alia digitization of data, software development, software solutions, scanning, imaging, document management solution, facility management solution, data conversion, fingerprint reading, online photo capturing/ printing, marriage certificate, Birth certificates, Death Certificates, entry & processing, back office/ remote data entry services, collection center, data archival services, energy solutions, energy management, biometric services, Net Enabled Payment Services, ecommerce services, integrated data management services, assisting e-governance initiatives.”

14. The existing clause 12 be deleted and be replaced with the following:

“To improve, manage, develop, mortgage, charge, sell, transfer, exchange, lease or under lease, surrender, dispose off all or any part of the business, immovable or movable property rights on such terms and effects for the time being of the company in such manner and on such terms and for purpose as the company may deem fit.”

15. The existing clause 13 be deleted and be replaced with the following:



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“To enter into agreement, partnership, or joint venture or collaboration for the business or its development / expansion with any party either from India or abroad and pay in cash or in shares of the company or both for consideration of such arrangement/s and to amalgamate with any company or companies having objects altogether or in part similar to those of this company.”

16. The existing clause 14 be deleted and be replaced with the following:

“To carry on and undertake the business of finance, investment, loan and guarantee and to invest in, acquire, subscribe, purchase, hold, sell, divest or otherwise deal in securities, shares, stocks, equity linked securities, debentures, debenture stock, bonds, commercial papers, acknowledgements, deposits, notes, obligations, futures, calls, derivatives, currencies and securities of any kind whatsoever, whether issued or guaranteed by any person, company, firm, body, trust, entity, government, state, dominion sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or abroad.”

17. The existing clause 15 be deleted and be replaced with the following:

“To make donations to such persons or institution and such cases, either of cash or any other assets, as may be thought directly or indirectly conducive to any of the Company’s objects expedient, and also to subscribe contribute assist to guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions and objects.”

18. The existing clause 16 be deleted and be replaced with the following:

“To purchase, acquire or take over as a going concern by purchase of, or lease or for management of the whole or any part of any other business undertaking(s) or amalgamation of any other company with this Company, together with the assets, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company including its trade name, trademarks or patents and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, money's worth or otherwise as may be deemed fit, and to conduct and carry on or liquidate and wind up any such business.”

19. The existing clause 17 be deleted and be replaced with the following:

“To sell or dispose of the whole or any part of the undertaking or of any of the undertakings of the Company or any business, property, rights or assets of the Company



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or any shares or interest therein in such manner and for such consideration as the Board of Directors of the Company may think fit and in particulars for shares, debentures or securities of any other company having objects all together or in part similar to those of this Company.”

20. The existing clause 18 be deleted and be replaced with the following:

“To give franchises to persons/ parties and receive royalties, fees, considerations for the same in India and abroad and to act as principals, franchisers, agents, contractors, either alone or in conjunction with others.”

21. The existing clause 19 be deleted and be replaced with the following:

“To create any depreciation fund, Reserve fund, Sinking fund, Insurance Fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purposes conducive to the interest of the Company and to vary or transpose the same.”

22. The existing clause 20 be deleted and be replaced with the following:

“To purchase, take on lease or in charge or otherwise acquire, improve, manage, work, sell, exchange, surrender, lease, moveable, charge, convert, turn to account, dispose of and deal with moveable and immoveable properties and right and privileges of all kind and in particular lands, buildings, easements, mortgages, debentures , produce , concessions, options, contracts, patents, licenses, machinery, plants, claims, privileges, concessions and chooses in action of all time determine all or any of the business of the Company.”

23. The existing clause 21 be deleted and be replaced with the following:

“To apply for tender, purchase, or otherwise acquire contracts, sub-contracts, licenses and concessions for all or any of them and to undertake, execute, carryout, dispose off or otherwise account for the same, and to subject all or any contracts from time to time and upon such terms and conditions as may be thought expedient.”

24. The existing clause 22 be deleted and be replaced with the following:

“To apply for and acquire contracts, permits, licenses and quota rights from the Government of India, from State Government or such Government or Semi Governments, Corporations, Companies, joint Ventures, Association of Persons or individuals or HUF, firms, local authorities, Municipalities and otherwise.”



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25. The existing clause 23 be deleted and be replaced with the following:

“To obtain and acquire plants, machinery and other fixed or circulating assets, land and buildings for the Company on payment in cash or kind or partly in cash and partly in credit and / or in shares, securities of the Company and to enter into agreement for acquiring the same on such terms or credit as are considered suitable and to arrange for requisite security or guarantee thereof for supplies of such plant and machinery and other fixed and circulating assets.”

26. The existing clause 24 be deleted and be replaced with the following:

“To invest the funds of the Company required from time to time in such manner and in such assets, properties, securities, shares, bullion or investments, or otherwise and from time to time to sell or vary all or any of such investments and to execute all assignments, transfers receipts and documents that may be necessary in that connection.”

27. The existing clause 25 be deleted and be replaced with the following:

“To establish, promote, subsidies, subsidiaries and invest in them and otherwise assist any company or companies, or other concern for the purpose of setting up any industry or running any industrial undertaking, acquiring any property, land, assets, for furthering of any of the objects of this Company.”

28. The existing clause 26 be deleted and be replaced with the following:

“To lend money, on mortgage of immovable property or on hypothecation or pledge of moveable property or without security, to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee or become sureties, for the performance of contracts or obligations by any such person or companies.”

29. The existing clause 27 be deleted and be replaced with the following:

“To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institutions, research laboratories, or fund in any way connected with any particular trade or business or scientific research, industry or commerce and to establish agencies or branches in India and abroad to regulate and discontinue the same.”



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30. The existing clause 28 be deleted and be replaced with the following:

“The company may at any time invite and receive or without any such invitation, receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the shareholders or from any other person for all or any of the objects of the company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the company.”

31. The existing clause 29 be deleted and be replaced with the following:

“To open account or accounts either current or overdraft or Cash Credit or Term Loan or Fixed Deposits, or otherwise with any bank or banks, and to endorse cheques and operate such accounts whether in India or abroad, and also to close any of such accounts whenever desired.”

32. The existing clause 30 be deleted and be replaced with the following:

“To draw, make, accept, endorse, discount, execute and Issue promissory notes, bills of exchange, indemnity bonds, sureties, bills of lading, warrants, debentures and any other negotiable or transferable instruments.”

33. The existing clause 31 be deleted and be replaced with the following:

“To adopt such means of making known the business of the Company as may seem expedient or convenient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, awards and donations.”

34. The existing clause 32 be deleted and be replaced with the following:

“To promote, form and register, and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to transfer to any such Company and property of the Company, and to be interested in, or take or otherwise, acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or for any of the objects mentioned in this Memorandum, and to subsidise or otherwise assist any such Company.”

35. The existing clause 33 be deleted and be replaced with the following:



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“To do all or any of the things, either as principal, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others and to do all such things as are incidental, ancillary or conducive to the attainment of the main objects of the Company.”

RESOLVED FURTHER THAT Clause No. 34 to Clause No. 58 being deleted and necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT the existing Clause III (C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto 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 the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. To consider Adoption of Articles of Association as per the provisions of the 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 Sections 5, 14 and other applicable provisions, if any, of 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), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.



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RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto 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 the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. To Shift the Registered Office of the Company from the State of Gujarat to the State of Maharashtra

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 12, 13 and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director and such other approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from the **State of Gujarat** to the **State of Maharashtra**.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following Clause:

II. The Registered Office of the company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

5. To consider Increase in Authorised Share Capital of the Company

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



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“RESOLVED THAT pursuant to the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 9,00,00,000 (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company shall be Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

6. To consider Appointment of Mr. Vijay D. Dhawangale (DIN: 01563661) as Managing Director of the Company for a period of Five years

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 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



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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 the appointment and Remuneration of Mr. Vijay D. Dhawangale (DIN: 01563661) as Managing Director of the Company in the Category of 'Promoter' for a period of Five years with effect from 07th January, 2020, 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. Vijay Dhawangale, 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 Director of the Company, be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution."

7. To consider Appointment of Mr. Sanjay Lalbhadr Upadhaya (DIN: 07497306) as 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 Sections 152 of the Companies Act 2013 and rules made there under, consent of the Members be and is hereby accorded to the



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appointment of Mr. Sanjay Lalbhadrur Upadhaya (DIN: 07497306) as Executive Director of the Company with effect from 07th January, 2020, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

8. To consider Appointment of Mr. Sudhir Deomanrao Thakre (DIN: 02644072) as an 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 provisions of Sections 149 and 152 read with Schedule IV 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), Mr. Sudhir Deomanrao Thakre (DIN: 02644072), being qualified and eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for appointment of an Independent Director under the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years w.e.f. 7th January, 2020, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

By Order of the Board
For **Overseas Synthetics Limited**
Sd/-
(Kamalkumar Rajendra Aggarwal)
Managing Director
DIN: 00139199



Overseas Synthetics Limited

Dated: 03.12.2019

Place: Vadodara

Registered Office Address:

Block No. 355, Manjusar Kumpad Road, Village - Manjusar,

Taluka - Savli, Vadodara Vadodara GJ 391775

CIN: L24200GJ1992PLC017316

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend the Meeting and the proxy need not be a Member of the Company. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person appointed as proxy shall act on behalf of such Member or number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Every member entitled to vote at the Extra-Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Extra-Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies shall be required to be provided to the Company.
4. The Register of Members and Transfer Books of the Company will be closed from Monday, 30th December, 2019 to Monday, 6th January, 2020 (both days inclusive).
5. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents:



Overseas Synthetics Limited

M/s. MCS Share Transfer Agents Limited

1st Floor, Neelam Apartment, 88, Sampatrao Colony,
Above Chhapanbhog, Alkapuri, Vadodara – 390007 GJ.
Or email at mcslttdbaroda@gmail.com

6. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting. Entry in the meeting hall shall be strictly restricted only to the members/valid proxies carrying the attendance slip.
7. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays, Sundays and public holidays, between 10:00 A.M. and 6:00 P.M., up to the date of the Extra-Ordinary General Meeting.
8. Members desirous of obtaining any information concerning the proposed Resolutions are requested to write to the Company at least 10 days before the date of Extra-Ordinary General Meeting so as to enable the management to keep the information ready.
9. Members may note that the Companies Act, 2013 and rules thereunder allow the Company to send notices and documents to the shareholders through electronic mode to the registered e-mail addresses of members. Keeping in view the green initiatives taken by the Ministry of Corporate Affairs and to save the cost involved in printing and dispatch, we propose to send all communications including Notice of General Meeting in electronic mode. In order to facilitate the same, we request you to furnish your consent with e-mail ID quoting your folio number to the Registrar & Share Transfer Agent:

M/s. MCS Share Transfer Agents Limited

1st Floor, Neelam Apartment, 88, Sampatrao Colony,
Above Chhapanbhog, Alkapuri, Vadodara – 390007 GJ.
Or email at mcslttdbaroda@gmail.com
Or to

OVERSEAS SYNTHETICS LIMITED



Overseas Synthetics Limited

Block No. 355, Manjusar Kumpad Road, Village - Manjusar,
Taluka - Savli, Vadodara Vadodara – 391775 GJ.

Or email at overseassltd@gmail.com

Any changes in your email address may be communicated immediately at any of the above addresses. If you are holding shares in electronic form, please update your e-mail ID with your depository participant.

Please note that as a member of the Company, you will always be entitled to receive all communication in physical form, upon request.

10. E voting

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the Extra-Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 4th January, 2020 at 09.00 a.m. and ends on Monday, 6th January, 2020 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



Overseas Synthetics Limited

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



Overseas Synthetics Limited

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. Mr. Hemant Valand from M/s. KH & Associates, Practicing Company Secretaries, Vadodara has been appointed as the Scrutinizer to scrutinize the e voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the extra-ordinary general meeting, first count the votes casts at the meeting, 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 submit the consolidated scrutinizer report not later than three days of conclusion of the meeting of the total votes cast in favour or against, if any, to the Chairman of the Company.
12. The results shall be declared on or after the Meeting of the Company. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL immediately after the result is declared by the Chairman.



Overseas Synthetics Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company is in the process of commencing certain new business activities and as a result Company is also altering its object clause. The Board therefore thinks fit to change the name of the company in line with the proposed object clause.

The proposed change of name clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. A copy of the proposed MOA and AOA of the Company would be available for inspection of the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

Item No. 2

In view of commencement of new business activities, it is proposed to modify the object clause of the Memorandum of Association of the Company.

Further, 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 the Clause III (A) and III (B) of the Object Clause.

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.



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A copy of the proposed MOA and AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

Item No. 3

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

A copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

The Board recommends the Special Resolution set out in item No. 3 of the Notice for your approval.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.



Overseas Synthetics Limited

Item No. 4

In view of the fact that, it would be convenient to carry on the business activities of the Company more efficiently and smoothly from Maharashtra, the Board of Directors proposes to shift the Registered Office of the Company, subject to all regulatory approvals, from the State of Gujarat to the State of Maharashtra. Since Maharashtra is one of the most developed states in the country, there is tremendous scope for development of Industry, Trade and Commerce, and therefore the shifting of the Registered Office shall help in better conduct of the business activities. Hence, as a whole it would be in the interest of the Company, its members and general public to shift the Registered Office of the Company to the State of Maharashtra.

As per section 12 of the Companies Act, 2013 the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company and subject to the confirmation of the Regional Director, therefore, the Board seeks your consent by way of special resolution to give effect to such provision.

Draft amended copy of the Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

Item No. 5

The Current Authorized Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 equity shares of Rs. 10/- each and the Paid up share capital of the Company is Rs. 7,10,47,070/- (Rupees Seven Crores Ten Lakhs Forty Seven Thousand Seventy Only) divided into 71,04,707 Equity shares of Rs. 10/- each. The Board proposes to increase its authorized share capital to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) to facilitate any fund raising in future. The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.



Overseas Synthetics Limited

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

Item No. 6

The Board of Directors of the Company at its meeting held on 24th October, 2019 had appointed Mr. Vijay D. Dhawangale (DIN: 01563661) as an Additional Director of the Company subject to approval of Members at forthcoming General Meeting. The Board proposes to appoint Mr. Vijay D. Dhawangale as Managing Director of the Company in the category of 'Promoter' for the period of Five years with effect from 7th January, 2020 on the terms and conditions as mentioned below:

- 1) Tenure of appointment of Mr. Vijay D. Dhawangale as Managing Director shall be for a period of Five years with effect from 7th January, 2020.
 - 2) Remuneration
 1. The salary of Mr. Vijay D. Dhawangale shall be Rs. 9,00,000/- per annum with authority to Board of Directors to determine any merit based increase in salary.
 2. Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company
 3. Annual Performance Bonus/Incentive, if any, based on the performance criteria as laid down by or approval by Board.
 4. Leave encashment shall be as per Rules of Company.
 5. 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.
- Brief Profile of Mr. Vijay Dhawangale is annexed herewith:

1.	Name (in Full)	Vijay Nanaji Dhawangale
2.	Date of Birth	09/01/1976
3.	Education	MBA



Overseas Synthetics Limited

4.	Experience in Specific Areas	Mr. Vijay Nanaji Dhawangale is an established Entrepreneur with post graduate MBA qualification having 25 + years of experience in IT and IT enabled Services for Government on projects involving innovation and Urban as well as Rural citizen outreach
5.	Relationship with other Directors of Company	NIL

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof except the appointee Director, is interested in this resolution, financially or otherwise.

Item No. 7

The Board of Directors of the Company at its meeting held on 12th November, 2019 had appointed Mr. Sanjay Lalbhadr Upadhaya (DIN: 07497306) as an Additional Director of the Company subject to approval of Members at forthcoming General Meeting. The Board proposes to appoint Mr. Sanjay Lalbhadr Upadhaya as Director of the Company, liable to retire by rotation. Brief Profile of Mr. Sanjay Lalbhadr Upadhaya is annexed herewith:

1.	Name (in Full)	Sanjay Lalbhadr Upadhaya
2.	Date of Birth	10/09/1977
3.	Education	B.E. (Biomedical) specialization in Nuclear Medicine, MGM CET
4.	Experience in Specific Areas	Mr. Sanjay Upadhaya is a professional with a vast experience over 20 years in Medical Diagnostics and Health Technology
5.	Relationship with other Directors of Company	NIL



Overseas Synthetics Limited

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof except the appointee Director, is interested in this resolution, financially or otherwise.

Item No. 8

The Board of Directors of the Company at its meeting held on 3rd December, 2019 had appointed Mr. Sudhir Deomanrao Thakre (DIN: 02644072) as an Additional Director of the Company subject to approval of Members at forthcoming General Meeting. The Board proposes to appoint Mr. Sudhir Deomanrao Thakre as an Independent Director of the Company for a period of Five years with effect from 7th January, 2020. Brief Profile of Mr. Sudhir Deomanrao Thakre is annexed herewith:

1.	Name (in Full)	Sudhir Deomanrao Thakre
2.	Date of Birth	19/05/1952
3.	Education	M.Sc. (Physics-Electronics)
4.	Experience in Specific Areas	Mr. Sudhir Thakre is a retired IAS Officer having held various positions at different Government Offices and having wide experience in the area of government services
5.	Relationship with other Directors of Company	NIL

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof except the appointee Director, is interested in this resolution, financially or otherwise.

By Order of the Board
For **Overseas Synthetics Limited**
Sd/-
(Kamalkumar Rajendra Aggarwal)
Managing Director
DIN: 00139199

Dated: 03.12.2019

Place: Vadodara



Overseas Synthetics Limited

Registered Office Address:

Block No. 355, Manjusar Kumpad Road, Village - Manjusar,
Taluka - Savli, Vadodara Vadodara GJ 391775

CIN: L24200GJ1992PLC017316



Overseas Synthetics Limited

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: L24200GJ1992PLC017316

Name of the Company: Overseas Synthetics Limited

Registered Office: Block No 355, Kumpad Road, Village: Manjusar, Taluka: Savli, District: Vadodara – 391775.

Ph. No.: (0265) 2981195, Fax: 0265 2983754

Email: overseassltd@gmail.com

Website: www.overseassynthetics.com

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra Ordinary General Meeting of the Company to be held on Tuesday, 7th January, 2020 at 11.30 A.M. at Block No 355, Kumpad Road, Village: Manjusar, Taluka: Savli, District: Vadodara – 391775 and at any adjournment thereof in respect of such resolutions as are indicated below:



Overseas Synthetics Limited

S.No.	Resolution	For	Against
• Special Business			
Special Resolutions			
1	To consider Change of Name of the Company		
2	To consider Change of Object Clause of the Memorandum of Association of the Company and Adoption of Memorandum of Association as per the provisions of Companies Act, 2013		
3	To consider Adoption of new set of Articles of Association as per the provisions of the Companies Act, 2013		
4	To Shift the Registered Office of the Company from the State of Gujarat to the State of Maharashtra		
Ordinary Resolutions			
5	To consider Increase in Authorised Share Capital of the Company		
6	To consider Appointment of Mr. Vijay D. Dhawangale (DIN: 1563661) as Managing Director of the Company for a period of Five years		
7	To consider Appointment of Mr. Sanjay Lalbhadur Upadhaya (DIN: 7497306) as Director of the Company		
8	To consider Appointment of Mr. Sudhir Deomanrao Thakre (DIN: 2644072) as an Independent Director of the Company		

Signed this day of..... 2020

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix
Revenue
Stamp

Notes:

1. 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.



Overseas Synthetics Limited

ATTENDANCE SLIP

CIN: L24200GJ1992PLC017316

Name of the Company: Overseas Synthetics Limited

Registered Office: Block No 355, Kumpad Road, Village: Manjusar, Taluka: Savli, District: Vadodara – 391775.

Ph. No.: (0265) 2981195, Fax: 0265 2983754

Email: overseassltd@gmail.com

Website: www.overseassynthetics.com

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name of the Member:	
Registered Folio No.:	
Client ID No.:	DP ID No.:

*(Please write your name in BLOCK Letters).

I hereby record my presence at an Extra Ordinary General Meeting of the Company, being held on Tuesday, 7th January, 2020 at 11.30 A.M. at Block No 355, Kumpad Road, Village: Manjusar, Taluka: Savli, District: Vadodara – 391775.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.



Overseas Synthetics Limited

Route map to the venue of the EGM:

