

OSL/BSE/POSTAL BALLOT/2012  
30<sup>th</sup> October, 2012

By Email & Courier

Bombay Stock Exchange Limited,  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Scrip Code : 514330**

**Kind Attn. : Corporate Relationship Department**

**SUB. : Results of the Postal Ballot**

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Dear Sirs,

Further to our letter dated 05.10.2012 enclosing therewith copies of the Postal Ballot Notice, we wish to inform you that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the resolution by postal ballot) Rules, 2001, the approval of the shareholders was sought by postal ballot in respect of the following matters:

1. Special Resolution under Section 17 of the Companies Act, 1956 for altering the Company's Memorandum of Association by inserting sub clause 3 after the present sub clause 2 in the Main Object Clause III (A) of the Memorandum of Association.
2. Special Resolution under Section 146(2) of the Companies Act, 1956 for shifting the Registered Office of the Company from Nutan Estate, Vasta Devdi Road, Madhav Baugh, Katargam, Surat – 395 004 to Block No 355, Manjusr Kinpad Road Village: Manjusr, Taluka: Savli, Vadodara, making effective from 30.10.2012.

The last date for receipt of the duly completed postal ballot forms by the Scrutinizer from the shareholders was Saturday, the 27<sup>th</sup> October, 2012.

Mr. Hemang M. Mehta, a Practicing Company Secretary, who was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner, submitted his report dated 29<sup>th</sup> October, 2012. Accordingly, the following results as per the said Report of the Scrutinizer were announced by Mr. Rohit H. Patel, Managing Director and Chairman of the meeting during the course of the proceedings of the 20<sup>th</sup> Annual general Meeting of the Company which was also held on Tuesday, the 30<sup>th</sup> October, 2012 at Company's registered office situated at Surat.

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Regd. Off.: Nutan Estate, Vasta Devdi Road, Madhav Baug Lane, Surat – 395 004  
Tel. No.+91-261-6535351 Email:overseasad1@hotmail.com



# Overseas Synthetics Limited

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	Numbers of Members	Number of Shares Voted	% to Total Shares Voted
Total Postal Ballot received	36	5062619	100.000
▪ Postal Ballots –Valid	34	5062319	99.99
▪ Postal Ballots –Invalid	2	300	0.01
Postal Ballots / Votes – in favour of the Resolution	32	5061619	99.99
Postal Ballots / Votes –against the Resolution	2	700	0.01

The votes cast assenting to the resolution were 99.99 % of the total votes polled and consequently, the Special Resolutions contained in the Notice of Postal Ballot dated 15<sup>th</sup> September, 2012 have been passed by the requisite majority.

You are requested to kindly take note of above and bring the same to the notice of members and investors.

Thanking you,

Yours faithfully,  
For Overseas Synthetics Limited

(Yogesh Parmar)  
Company Secretary

## MINUTES

### OVERSEAS SYNTHETICS LIMITED

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT ON TUESDAY, 30<sup>TH</sup> OCTOBER, 2012 AT 10.30 A.M. AT THE REGISTERED OFFICE OF OVERSEAS SYNTHETICS LIMITED NUTAN ESTATE, VASTA DEVDI ROAD, MADHAV BAUGH, KATARGAM, SURAT-395 004.

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**PRESENT:**

Mr. Rohit H. Patel -Managing Director  
Mr. Mayur Shah -Director  
Mr. Dinkar H. Patel -Director  
Mr. Surendra U. Tamboli - Director

and 21 equity shareholders in present and through proxy.

**IN ATTENDANCE:**

Mr. Yogesh Parmar -Company Secretary

**BY INVITATION:**

Shri Hemang M. Mehta -Scrutinizer

At the request of Directors present, Mr. Rohit H. Patel, Managing Director, occupied the Chair at 10.00 a.m. and welcomed the Members to the Company's 20<sup>th</sup> Annual General Meeting. He thereafter stated that before commencing the proceedings of the 20<sup>th</sup> Annual General Meeting, he would like first proceed with the announcement of the Postal Ballot Results as carried out by the Company separately as per the provisions of Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

**BACKGROUND:**

The Chairman thereafter while giving the back ground of the postal ballot process, further stated that the Postal Ballot Notice dated 15<sup>th</sup> September, 2012, pursuant to Section 192A (2) of the Companies Act, 1956, for passing the Special Resolutions by postal ballot, was posted to the members of the Company on 22.09.2012.

The Board of Directors appointed Mr. Hemang M. Mehta of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, as Scrutinizer to receive and scrutinize the completed postal ballot papers and for conducting the Postal Ballot process in a true, fair and transparent manner. The Postal Ballot Forms and the self-addressed business reply envelopes were sent for voting by Members. The shareholders were requested to return the postal ballot forms duly completed in all respect along with the Assent (for) or Dissent (against), so as to reach the office of the Scrutinizer on or before 27<sup>th</sup> October, 2012 which is providing more than 30 days time from the date of posting of the Postal Ballot letters.

After due scrutiny of all the Postal Ballot Forms received by the Scrutinizer upto the close of working hours of 27<sup>th</sup> October, 2012 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), he has submitted his Report on 29<sup>th</sup> October, 2012.

Thereafter, the Report of Mr. Hemang M. Mehta (the Scrutinizer), dated 29<sup>th</sup> October, 2012 was placed in the meeting and copy of the same was circulated among directors for their perusal.

The Chairman then requested Mr. Yogesh Parmar, Company Secretary to read out the said Report, the gist of the same has been reproduced herein below:

Sr. No.	Particulars	Number of Members voted	Number of Shares Voted	% to Total Shares Voted
A.	<b>Total Postal Ballots received</b>	36	5062619	100.000
i)	Total Postal Ballots – Valid	34	5062319	99.99
ii)	Total Postal Ballots – Invalid	2	300	0.01

Sr. No.	Particulars	Number of Members whose votes are valid	Number of shares voted validly	% to Total number of shares which are voted validly
B.	<b>Out of above total Postal Ballots Validly voted</b>	34	5,062,319	100.000
i)	Postal Ballots / Votes – in favour of the Resolution	32	5061619	99.99
ii)	Postal Ballots / Votes – against the Resolution	2	700	0.01

After the said Report of the Scrutinizer was read out by Mr. Yogesh Parmar, Company Secretary, the Chairman announced that both the Special Resolutions contained in the said Postal Ballot Notice have been duly passed by the requisite majority and therefore, directed that the resolutions be recorded in the Minutes Book of the general meeting of the members. .

The **Special Resolutions** duly approved by the members through postal ballot process were as under:

**1. Special Resolution under Section 17 of the Companies Act, 1956 for altering Clause IIIA of the Memorandum of Association:**

**“RESOLVED THAT** pursuant to Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) the present clause III of the Company’s Memorandum of Association be is hereby altered in the manner and to the extent stated below :

The following sub clause 3 be inserted after the present sub clause 2 in the Main Object Clause III (A) of the Memorandum of Association of the Company:

“(ii) To carry on the business as manufacturers, processors, importers, exporters, dealers, sellers, buyers, consignors, consignees, agents, stockiest, suppliers of all classes, kinds, types and nature of chemicals, dyes, pigments and auxiliaries, intermediates including but without limiting the generality of the foregoing, heavy chemicals, fine chemicals, organic and inorganic chemicals, pharmaceuticals, drugs and medicinal chemicals, gum, allied chemicals and boiling agents for textiles, paints, cosmetics, pharmaceuticals, paper, processing, leather, metals, food pigments and other industries made from whatever substances including minerals.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to agree to and accept such modifications, terms and conditions in the newly inserted object clause as may be accepted by the concerned authorities and to modify the same accordingly and obtain confirmation and to do all such acts, deeds, matters and things as may be necessary to implement the aforesaid resolution.

**RESOLVED FURTHER THAT** pursuant to Section 149 (2A) of the Companies Act, 1956, consent of the Board of Directors be and is hereby granted to the Company for commencing the business as stated in the Sub-clause 3 of the Main Object Clause III (A) of the Memorandum of Association of the Company upon the aforesaid clause becoming effective and that the Board of Directors be and hereby authorised to take up and commerce such business at the time and in the manner they deem fit.”

**2. Special Resolution under Section 146(2) of the Companies Act, 1956 for Shifting of Registered Office:**

“**RESOLVED THAT** pursuant to the provisions of Section 146 (2) and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force), with effect from 30.10.2012, the Registered Office of the Company be shifted from Nutan Estate, Vasta Devdi Road, Madhav Baugh, Katargam, Surat – 395 004 to Block No 355, Manjusar Kinpad Road Village: Manjusar, Taluka: Savli, Vadodara.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized, jointly and severally, to take all the necessary actions to implement this resolution”.

Date : 30<sup>th</sup> October, 2012  
Place : Surat

  
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(Rohit H. Patel)  
CHAIRMAN