

Overseas Synthetics Limited

17th November, 2012

Corporate Relations Dept.,
The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001.

Dear Sir,

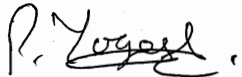
Sub. : Minutes of the 20th Annual General Meeting of the Company held on 30th October, 2012.

We are enclosing herewith minutes of the 20th Annual General Meeting of the Company held on 30th October, 2012.

Please take on the record and oblige.

Thanking you,

Yours faithfully,
For **Overseas Synthetics Limited**



Yogesh Parmar
Company Secretary & Compliance Officer

Encl. : A/a.

MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, THE 30TH DAY OF OCTOBER, 2012 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NUTAN ESTATE, VASTA DEVDI ROAD, MADHAV BAUG, KATARGAM, SURAT - 395004

Present:

Mr. Rohit H. Patel	- Chairman
Mr. Mayur V. Shah	- Director
Mr. Dinkarbhair Patel	- Director
Mr. Surendra U. Tamboli	- Director

Members:

21 Members were present in person and through proxy.

IN ATTENDANCE

Mr. Yogesh Parmar	- Company Secretary
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BY INVITATION

Mr. Hemang M. Mehta	- Scrutinizer
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Chairman:

Mr. Rohit H. Patel, Chairman of the Company took the chair

Quorum:

Since there was requisite quorum for the meeting, the Chairman called the meeting to order.

The Chairman extended a very warm welcome to the members at the 20th Annual General Meeting. He then introduced the Directors on dais.

He further announced that the Company has received eight (8) proxy for total 3211671 equity shares and a statement of proxy received was tabled.

The Chairman also informed the members that the Register of Directors' Shareholdings was on the table before him and the same was available for inspection by the members.

With the consent of the members present, the notice convening the meeting and Audited Statements of Accounts and Directors' Report having already been circulated to the shareholders were taken as read.

Then at the request of the Chairman, Mr. Yogesh Parmar, Company Secretary read out the Auditors' Report.

Thereafter, the Chairman addressed the members and briefly explained the workings of the Company during the financial year 2011-12, and plans for the growth of the Company.

Thereafter the following resolutions were passed:

ORDINARY BUSINESS:

RESOLUTION NO. 1 ORDINARY RESOLUTION

The following resolution was then proposed by Mr. Nirmal Shah as ordinary resolution.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2012, Profit & Loss Account & Cash Flow Statement for the year ended on that date together with all the schedules annexed to and forming part of the Balance Sheet & Profit & Loss Account and the Reports of the Directors and Auditors' thereon and are submitted to this meeting be and are hereby received, considered and adopted."

Mr. A.G. Shaikh seconded the above resolution.

The Chairman then furnished detailed information raised by the Shareholders present at the meeting on the various matters and queries relating the accounts of the Company.

The above resolution was then put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 2 ORDINARY RESOLUTION

Mr. Kalpit Bhagat proposed the following resolution.

"RESOLVED THAT Mr. Dinkarbai H. Patel, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Mr. Bharat Purohit seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 3 ORDINARY RESOLUTION

Mr. Naresh Goyal proposed the following resolution.

"RESOLVED THAT, Shah Mehta & Bakshi, Chartered Accountants, Vadodara, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of

next Annual General Meeting on such remuneration as may be fixed by the Chairman in consultation with them.”

Mr. Paresh Desai seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 4 ORDINARY RESOLUTION

Mr. Rajesh Gandhi proposed the following Resolution:

“RESOLVED THAT Mr. Kamalkumar Rajendrakumar Aggarwal be and is hereby appointed as a Director under the provisions of Section 257 of the Companies Act, 1956.

Mr. Popat Patel seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 5 ORDINARY RESOLUTION

Mr. Mahesh Patel proposed the following Resolution:

“RESOLVED THAT Mr. Nareshkumar Vijaykumar Goyal be and is hereby appointed as a Director under the provisions of section 257 of the Companies Act, 1956.

Mr. Nirmal Shah seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 6 ORDINARY RESOLUTION

Mr. Rajesh Gandhi proposed the following Resolution:

“RESOLVED THAT Mr. Suresh Prasad Roy, who was appointed as a Additional Director of the Company with effect from 20.12.2011 and who holds office upto the date of this Annual General Meeting under section 262 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Mr. Kalpit Bhagat seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 7 ORDINARY RESOLUTION

Mr. Bhavin Soni proposed the following Resolution:

“RESOLVED THAT Mr. Surendra Tamboli, who was appointed as a Additional Director of the Company with effect from 20.12.2011 and who holds office upto the date of this Annual General Meeting under section 262 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”.

Mr. Mahesh Patel seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 8 ORDINARY RESOLUTION

Mr. Bhavik Shah proposed the following Resolution:

“RESOLVED THAT Mr. Anirudh Sonpal, who was appointed as a Additional Director of the Company with effect from 20.12.2011 and who holds office upto the date of this Annual General Meeting under section 262 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”.

Mr. Nirmal Shah seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

RESOLUTION NO. 9 SPECIAL RESOLUTION

The Chairman informed that the particular resolution has been approved by the members with requisite majority through postal ballot process and hence need not be voted by the members. As reported in the Scrutinizer report dated 29th October, 2012 and hence the same need not be put for voting by show of hands in this meeting.

“RESOLVED THAT pursuant to Section 17, 192A and all other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 including any statutory modifications or re- enactment thereof for the time being in force, the present clause III of the Company’s Memorandum of Association be and 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:

“(3) 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 are hereby authorised to take up and commerce such business at the time and in the manner they deem fit.

RESOLUTION NO. 10 SPECIAL RESOLUTION

The Chairman further informed that the particular resolution has been approved by the members with requisite majority through postal ballot process and hence need not be voted by the members. As reported in the Scrutinizer report dated 29th October, 2012 and hence the same need not be put for voting by show of hands in this meeting.

“RESOLVED THAT pursuant to the provisions of Section 146 (2), 192A and all other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 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 Kumpad Road Village: Manjusar, Taluka: Savli, District - Vadodara – 391775.

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

RESOLUTION NO. 11 SPECIAL RESOLUTION

Mr. A.G.Shaikh proposed the following Resolution:

“RESOLVED THAT in the compliance with SEBI Circular No D&CC/FITTC/CIR-15/2002 , dated December 27, 2002 and pursuant to section 163 and other applicable provisions, if any, of the Companies Act, 1956(“Act), the consent be and is hereby accorded for keeping and maintaining the Register of Members/Debenture Holders together with the Index of Member, Register of transfer and such other related books, records and documents as may be required with M/s. MCS Limited, Neelam Apartment, 88 Sampatrao Colony, B/h. Standard Chartered Bank, Alkapuri, Vadodara – 39007 appointed as Registrars and Shares Transfer Agent (R &T Agent) of the Company.

RESOLVED FURTHER THAT all such acts, deeds and things done/to be done in terms of the above resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified.”

Mr. Tejas Vora seconded the above resolution.

Thereafter, the above resolution was put to vote and was passed unanimously on a show of hands.

Vote of Thanks:

As there was no other business in the meeting was terminated with vote of thanks to chair.

Place: Surat
Date: 01.11.2012



CHAIRMAN