



Overseas Synthetics Limited

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON WEDNESDAY 13TH MAY, 2015, AT 9TH FLOOR, ONYX BUSINESS CENTER, AKSHAR CHOWK, OLD PADRA ROAD, VADODARA – 390020.

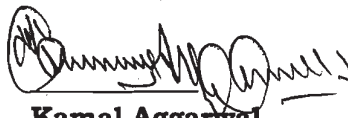
Appointment of Mr. Ishwar Nayi as Company Secretary and Compliance officer:

“RESOLVED THAT pursuant to the provision of Section 203, 205 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Board of Directors be and is hereby accorded to appoint Mr. Ishwar Nayi holding the prescribed qualification under Section 2(24) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as Company Secretary of the Company, on the terms and conditions as contained in the letter of appointment, a copy of which was initialed by the Chairman for the purpose of identification, to perform the duties which may be performed by a Secretary under the Companies Act, 2013 and under erstwhile Companies Act, 1956 and any other duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT Mr. Ishwar Nayi, Company Secretary, be and is hereby appointed as the Compliance Officer of the company as per clause 47(a) of the Listing Agreement entered with Stock Exchange.

RESOLVED FURTHER THAT Mr. Kamal Aggarwal, Directors of the Company or Mr. Ishwar Nayi, Company Secretary of the Company be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies Gujarat in e-mode and to do all incidental matter as may they deem fit and proper to implement this resolution.”

**Certified True Copy
For Overseas Synthetics Limited**


**Kamal Aggarwal
Director**



Date: 13/05/2015

Place: Vadodara



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Appointment of Mr. Ishwar Nayi as Key Managerial Personnel:

RESOLVED FURTHER THAT Pursuant to Section 203 of the Companies Act, 2013, Mr Ishwar Nayi, Company Secretary and Compliance Officer of the Company, be and is hereby appointed as Key Managerial Personnel of the company.

RESOLVED FURTHER THAT Mr. Kamal Aggarwal, Directors of the Company or Mr. Ishwar Nayi, Company Secretary of the Company be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies Gujarat in e-mode and to do all incidental matter as may they deem fit and proper to implement this resolution.”

**Certified True Copy
For Overseas Synthetics Limited**


**Kamal Aggarwal
Director**



**Date: 13/05/2015
Place: Vadodara**

Date: 13th May, 2015