



# Overseas Synthetics Limited

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Date: 26.09.2015

**To**  
**The Bombay Stock Exchange Limited**  
**Corporate Relation Department,**  
**P.J. Towers, Dalal Street, Fort,**  
**Mumbai - 400 001.**

**Sub. : Clause 35(A) of the listing agreement - Details of voting results at the 23<sup>rd</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2015.**


**Dear Sir,**

Pursuant to clause 35 A of the Listing Agreement we would like to inform you that all the resolutions placed at the 23<sup>rd</sup> Annual General Meeting of the Company held on Friday, 25<sup>th</sup> September, 2015 have been passed by the members with the requisite majority.

Further, we enclose herewith the details of voting result of the 23<sup>rd</sup> Annual General Meeting of the Company as required under clause 35 (A) of the Listing Agreement.

Kindly take the same on your record and oblige.

**Thanking you,**  
**Yours faithfully,**  
**For Overseas Synthetics Limited**

  
**Ishwar Nayi**  
**Company Secretary &**  
**Compliance Officer**



Encl.: A/a.

**Disclosure under clause 35 A of the Listing Agreement**

Date of the AGM	Friday, 25 <sup>th</sup> September, 2015
Total number of Shareholders on record date (i.e. the cutoff date for determining shareholders entitled to e-voting – 18 <sup>th</sup> September, 2015)	2795
No. of shareholders present in the meeting in person	18
- Promoter and Promoter group	5
- Public	13
- No. of shareholders present in the meeting through proxy	
- Promoter and Promoter group	-
- Public	-
No of Shareholders attended the meeting through video conferencing	
- Promoter and Promoter Group	No video conferencing facility was made available.
- Public	



### Details of the Agenda

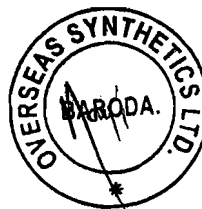
Resolution No. 1	To receive consider and adopt the Audited Balance Sheet as at March 31, 2015, the profit and loss account for the year ended on that date, together with the reports of the Board of Directors and the Auditors thereon.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of Votes polled	% of votes polled on outstanding shares = $(2/1)*100$	No of votes - in favour	No of votes - Against	% of votes in favour on votes polled = $(4/2)*100$	% of votes against on votes polled = $(5/2)*100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E -voting</b>							
Promoter and Promoter group	4258293	4258293	100.00	4258293	0.00	100.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	794100	27.90	794000	0.00	100.00	0.00
<b>POLL</b>							
Promoter and Promoter group	4258293	0.00	0.00	0.00	0.00	0.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	1750	0.06	1750	0.00	100.00	0.00
<b>Grand Total</b>	<b>7104707</b>	<b>5054143</b>	<b>71.14</b>	<b>5054143</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>



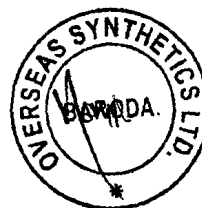
Resolution No. 2	To reappoint Mr. Kamal Aggarwal (DIN: 00139199) as a Director liable to retire by rotation.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of Votes polled	% of votes polled on outstanding shares = (2)/1 *100	No of votes - in favour	No of votes - Against	% of votes in favour on votes polled = (4)/2)*100	% of votes against on votes polled = (5)/2)*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E -voting</b>							
Promoter and Promoter group	4258293	4258293	100.00	4258293	0	100.00	0.00
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	2846414	794000	27.89	794000	0.00	100.00	0.00
<b>POLL</b>							
Promoter and Promoter group	4258293	0.00	0.00	0.00	0.00	0.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	1750	0.06	1750	0.00	100.00	0.00
<b>Grand Total</b>	<b>7104707</b>	<b>5054043</b>	<b>71.14</b>	<b>5054043</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 3	To reappoint Mr. Naresh Goyal (DIN: 00139277) as a Director liable to retire by rotation.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of Votes polled	% of votes polled on outstanding shares =(2/1)*100	No of votes - in favour	No of votes - Against	% of votes in favour on votes polled = (4/2)*100	% of votes against on votes polled = (5/2)*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E -voting</b>							
Promoter and Promoter group	4258293	4258293	100.00	4258293	0	100.00	0.00
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	2846414	794000	27.89	794000	0.00	100.00	0.00
<b>POLL</b>							
Promoter and Promoter group	4258293	0.00	0.00	0.00	0.00	0.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	1750	0.06	1750	0.00	100.00	0.00
<b>Grand Total</b>	<b>7104707</b>	<b>5054043</b>	<b>71.14</b>	<b>5054043</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 4	To ratify the appointment of M/s. Shah Mehta & Bakshi, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of Votes polled	% of votes polled on outstanding shares = $(2/1)*100$	No of votes - in favour	No of votes - Against	% of votes in favour on votes polled = $(4/2)*100$	% of votes against on votes polled = $(5/2)*100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E -voting</b>							
Promoter and Promoter group	4258293	4258293	100.00	4258293	0	100.00	0.00
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	2846414	794000	27.89	794000	0.00	100.00	0.00
<b>POLL</b>							
Promoter and Promoter group	4258293	0.00	0.00	0.00	0.00	0.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	1750	0.06	1750	0.00	100.00	0.00
<b>Grand Total</b>	<b>7104707</b>	<b>5054043</b>	<b>71.14</b>	<b>5054043</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>




Resolution No. 5	Appointment of Mrs. Minal Kamal Aggarwal as a Director.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of Votes polled	% of votes polled on outstanding shares =(2)/1)*100	No of votes - in favour	No of votes - Against	% of votes in favour on votes polled = (4)/2)*100	% of votes against on votes polled = (5)/2)*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E -voting</b>							
Promoter and Promoter group	4258293	4258293	100.00	4258293	0	100.00	0.00
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	2846414	794000	27.89	794000	0.00	100.00	0.00
<b>POLL</b>							
Promoter and Promoter group	4258293	0.00	0.00	0.00	0.00	0.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	1750	0.06	1750	0.00	100.00	0.00
<b>Grand Total</b>	<b>7104707</b>	<b>5054043</b>	<b>71.14</b>	<b>5054043</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

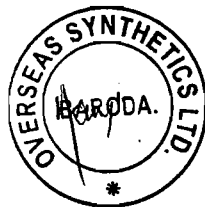


Resolution No. 6	Appointment of Mrs. Shubharangana N Goyal as a Director.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of Votes polled	% of votes polled on outstanding shares =(2)/1)*100	No of votes - in favour	No of votes - Against	% of votes in favour on votes polled = (4)/2)*100	% of votes against on votes polled = (5)/2)*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>E -voting</b>							
Promoter and Promoter group	4258293	4258293	100.00	4258293	0	100.00	0.00
Public – Institutional Holders	0	0	0	0	0	0	0
Public – Others	2846414	794000	27.89	794000	0.00	100.00	0.00
<b>POLL</b>							
Promoter and Promoter group	4258293	0.00	0.00	0.00	0.00	0.00	0.00
Public – Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	2846414	1750	0.06	1750	0.00	100.00	0.00
<b>Grand Total</b>	<b>7104707</b>	<b>5054043</b>	<b>71.14</b>	<b>5054043</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

Kindly take the above on your record and oblige.

Thanking You,  
Yours Faithfully,  
For Overseas Synthetics Limited

  
Ishwar Nayi  
Company Secretary







# KH & ASSOCIATES

Practicing Company Secretaries

B-203, Manubhai Tower, Sayajigunj, Vadodara-390005 M : 9824317835 E-mail: cs.hemant2010@gmail.com

## Report of Scrutinizers'

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
Rohit H. Patel  
**OVERSEAS SYNTHETICS LIMITED**  
Block No 355, Manjusar Kumpad Road,  
Village - Manjusar,  
Taluka - Savli,  
District - Vadodara - 391775

Dear Sir,

1. I, Hemant Valand, Partner of M/s. KH & Associates, Company Secretaries have been appointed as Scrutinizer
  - (i) The Board of Directors of **OVERSEAS SYNTHETICS LIMITED** (the Company) at its meeting held on Wednesday, 05<sup>th</sup> August, 2015 at 10:00 a.m. for the purpose of conducting the e-voting process in respect of all shareholder's resolutions to be passed at 23rd annual general meeting pursuant to clause 35-B of the listing agreement read with the provisions of sec-108 of Companies Act, 2013 (the Act) and rule 20 of the Companies (management and administration) rules, 2014 ( the rules) and
  - (ii) The chairman of the 23rd Annual general meeting held on Friday, September 25, 2015 to conduct the poll under sec-109 and other applicable provisions, if any of the Act read with rule 21 of the rules, in respect of the resolutions to be passed at AGM of the members of the company, held at Block No 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, District - Vadodara - 391775
2. The management of the Company is responsible to ensure the compliance with the requirement of clause 35-B of the listing agreement read with the Act and Rules relating to e-voting and poll in respect of above resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a scrutinizer report for the votes casted "infavoor" or against the resolutions stated above based on the reports generated from e-voting system



provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-voting and also at the time of poll at AGM.

3. I have issued separate scrutinizer report dated 25<sup>th</sup> September, 2015 at 7:00 p.m. on e-voting and a separate report on poll dated 25<sup>th</sup> September, 2015 on poll on aforesaid resolutions. As requested by management, I submit a combined report on e-voting and poll in respect of aforesaid resolutions as follows:

Sr No.	Particulars	Resolution No. 1: Ordinary Resolution – To receive consider and adopt the Audited Balance Sheet as at March 31, 2015, the profit and loss account for the year ended on that date, together with the reports of the Board of Directors and the Auditors thereon.						
		No of Ballots in poll/Electronic votes			No of Votes			%
	Ballots/E-votes	No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	19	25	1750	5052393	5054143	--
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	19	25	1750	5052393	5054143	100
4	Ballots in Favour	06	19	25	1750	5052393	5054143	100
5	Ballots against	00	00	00	00	00	00	--
	<b>Total valid ballots</b>	<b>06</b>	<b>19</b>	<b>25</b>	<b>1750</b>	<b>5052393</b>	<b>5054143</b>	<b>100</b>

Sr No.	Particulars	Resolution No. 2: Ordinary Resolution - To reappoint Mr. Kamal Aggarwal (DIN: 00139199) as a Director liable to retire by rotation.						
		No of Ballots in poll/Electronic votes			No of Votes			%
	Ballots/E-votes	No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	18	24	1750	5052293	5054043	--
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	18	24	1750	5052293	5054043	100
4	Ballots in Favour	06	18	24	1750	5052293	5054043	100
5	Ballots against	00	00	00	00	00	00	--
	<b>Total valid ballots</b>	<b>06</b>	<b>18</b>	<b>24</b>	<b>1750</b>	<b>5052293</b>	<b>5054043</b>	<b>100</b>



Sr No.	Particulars	Resolution No 3: Ordinary Resolution - To reappoint Mr. Naresh Goyal (DIN: 00139277) as a Director liable to retire by rotation.						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	18	24	1750	5052293	5054043	--
2	Less: invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	18	24	1750	5052293	5054043	100
4	Ballots in Favour	06	18	24	1750	5052293	5054043	100
5	Ballots against	00	00	00	00	00	00	--
	<b>Total valid ballots</b>	<b>06</b>	<b>18</b>	<b>24</b>	<b>1750</b>	<b>5052293</b>	<b>5054043</b>	<b>100</b>

Sr No	Particulars	Resolution No 4: Ordinary Resolution To ratify the appointment of M/s. Shah Mehta & Bakshi, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	18	24	1750	5052293	5054043	--
2	Less: invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	18	24	1750	5052293	5054043	100
4	Ballots in Favour	06	18	24	1750	5052293	5054043	100
5	Ballots against	00	00	00	00	00	00	--
	<b>Total valid ballots</b>	<b>06</b>	<b>18</b>	<b>24</b>	<b>1750</b>	<b>5052293</b>	<b>5054043</b>	<b>100</b>



Sr No.	Particulars	Resolution No 5: Ordinary Resolution – Appointment of Mrs. Minal Kamal Aggarwal as a Director.						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electroni c	total	
1	Ballot received	06	18	24	1750	5052293	5054043	--
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	18	24	1750	5052293	5054043	100
4	Ballots in Favour	06	18	24	1750	5052293	5054043	100
5	Ballots against	00	00	00	00	00	00	--
	<b>Total valid ballots</b>	06	18	24	1750	5052293	5054043	<b>100</b>

Sr No.	Particulars	Resolution No 6: Ordinary Resolution – Appointment of Mrs. Shubharangana N Goyal as a Director.						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physica l	Electroni c	total	
1	Ballot received	06	18	24	1750	5052293	5054043	--
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	18	24	1750	5052293	5054043	100
4	Ballots in Favour	06	18	24	1750	5052293	5054043	100
5	Ballots against	00	00	00	00	00	00	--
	<b>Total valid ballots</b>	06	18	24	1750	5052293	5054043	<b>100</b>



4. I have hand over the related papers / registers and records for the safe custody Mr. Ishwar Nayi Company secretary authorize by the board to supervise for this purpose.
5. You may accordingly declare the result of voting.

Thanking you.

Date : 25<sup>th</sup> , September, 2015  
Place : Vadodara



For K H & Associates

Hemant Valand  
(Partner)  
CP 8904, A 24697



# KH & ASSOCIATES

Practicing Company Secretaries

B-203, Manubhai Tower, Sayajigunj, Vadodara-390005 M : 9824317835 E-mail: cs.hemant2010@gmail.com

## Report of Scrutinizers'

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,  
Mr. Rohit H. Patel,  
The Chairman  
23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **OVERSEAS SYNTHETICS LIMITED**  
to be held at :  
Block No 355, Manjusar Kumpad Road,  
Village - Manjusar,  
Taluka - Savli,  
District - Vadodara - 391775

Dear Sir,

I, Hemant Valand, Partner of M/s. KH & Associates., Company Secretaries have been appointed by the Board of Directors of **OVERSEAS SYNTHETICS LIMITED** (the Company) as Scrutinizer for the purpose of scrutinizing the e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 on the resolutions contained in the notice (herein after referred to as "The Resolutions") of the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company to be held on Friday, September 25, 2015 at 11.00 a.m. at the Registered office of the Company situated at Block No 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, District - Vadodara - 391775, Gujarat.


The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 23<sup>rd</sup> AGM of the members of the Company. My responsibility as scrutinizer for e-voting process is restricted to make a scrutinizers report of the vote cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by Central Depository Services (India) Ltd., the authorized agencies to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under;

- 1) The e-voting period remained open from Tuesday, September 22, 2015 at 09.00 a.m. to Wednesday, September 23, 2015 till 05.00 p.m.
- 2) The members of the Company as on "Cut-off" date i.e September 18, 2015 were entitled to the vote on the resolutions as set out in the notice to the 23rd AGM of the members of the Company.
- 3) The votes cast were unblocked on September 25, 2015 at around 7:00 p.m. in the presence of 2 witnesses Mrs.Heena Patel and Mr. Bhavin Suvagiya who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

  
Name Mrs.Heena Patel

  
Name: Mr. Bhavin Suvagiya

- 4) Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for", "against" and "invalid" each of the resolutions that were put to vote, were generated from e-voting website [www.evotingindia.co.in](http://www.evotingindia.co.in).
- 5) The result of the e-voting as under:

(a) **Resolution No. 1: Ordinary Resolution** – Adoption of audited financial statements for the year ended on 31<sup>st</sup> March, 2015 and Directors Report and Auditors Report thereon.

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	5052393	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**(b) Resolution No. 2: Ordinary Resolution** -To appoint a Director in place of Mr. Kamal Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
12	5052293	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**(c) Resolution No 3: Ordinary Resolution** - To appoint a Director in place of Mr. Naresh Goyal, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
12	5052293	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**(d) Resolution No 4: Ordinary Resolution** – To ratify the appointment of M/s. Shah Mehta & Bakshi, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration..

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
12	5052293	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**(e) Resolution No 5: Ordinary Resolution** – Appointment of Mrs. Minal Kamal Aggarwal as a Director.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
12	5052293	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(f) **Resolution No 6: Ordinary Resolution – Appointment of Mrs. Shubharangana N Goyal as a Director.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
12	5052293	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you.

Date : 25<sup>th</sup> , September, 2015

Place : Vadodara



For K H & Associates

Hemant Valand  
(Partner)

CP 8904, A 24697