



Overseas Synthetics Limited

Date: 01.10.2016

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

Sub. : Compliance with Regulation 30 and 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 – Proceedings and Details of voting results of 24th Annual General Meeting of the Company held on Friday, 30th September, 2016 and Certified Copy of Resolutions.

Dear Sir,

As per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the company had provided the facility of E-Voting to the shareholders to enable them to cast their votes electronically on all the resolutions set out in the Notice of the 24th Annual General Meeting (AGM) of the company held on Friday, 30th September, 2016 at 11.00 am at Block No. 355, Manjusar Kumpad Road, Village : Manjusar, Taluka : Savli, District : Vadodara – 391775. The E-Voting facility was kept open from 9.00 am on Tuesday, 27th September, 2016 and ended at 5.00 pm on Thursday, 29th September, 2016.

The company had also provided Ballot forms along with Annual Report to all the shareholders to cast their vote in case any of them is unable to access E-Voting facility provided by the Company.

The Board of Directors had appointed Mr. Hemant Valand, a member of ICSI and a practicing Company Secretary, (ACS: 24697) as the Scrutinizer for the Ballot and E-Voting process to scrutinize the process in a fair and transparent manner. Mr. Hemant Valand has carried out the scrutiny of all the Ballot forms and electronic votes received up to 5.00 pm on 29th September, 2016 and also of the votes cast during the 24th AGM and has submitted his report dated 1st October, 2016.

Based on the Consolidated Report of the Scrutinizer, annexed as **Annexure - 1** all Resolution as set out in the Notice of 24th AGM have been duly approved by the shareholders with requisite majority.





Overseas Synthetics Limited

Pursuant to the provision of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the details regarding the voting results in the specified format as **Annexure - 2**.

The copies of the voting result will also be available on the website of the company and at the Registered Office of the Company.

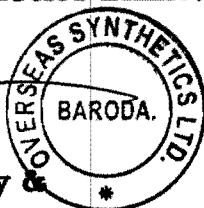
Further pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed certified true copy of the resolutions passed at the 24th AGM of the company as **Annexure - 3**.

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.



KH & ASSOCIATES

Practicing Company Secretaries

316, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9824317835 E-mail: khassociates2016@gmail.com

Report of Scrutinizers'

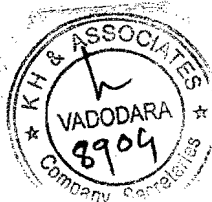
(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
Mr. Kamal Aggarwal,
The Chairman
24th Annual General Meeting of the Equity Shareholders of **OVERSEAS SYNTHETICS LIMITED**
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 24th Annual General Meeting (AGM) of the members of the Company to be held on Friday, September 30, 2016 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.

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 24th 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, 27th September, 2016 at 09:00 a.m. and ended on Thursday, 29th September, 2016 at 5:00 p.m.
- 2) The members of the Company as on "Cut-off" date i.e Friday, 23rd September, 2016 were entitled to the vote on the resolutions as set out in the notice to the 24th AGM of the members of the Company.
- 3) The votes cast were unblocked on September 29, 2016 at around 5:00 p.m. in the presence of 2 witnesses Ms. Mansi Vyas and Mr. Haresh Kapuriya who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Name Ms.Mansi Vyas



Name: Mr. Haresh Kapuriya

- 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.
- 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 31st March, 2016 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
30	3916771	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 Mrs. Minal Kamal Aggarwal (DIN: 07141165), who retires by rotation and being eligible, offers herself 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
30	3916771	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 Mrs. Shubharangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

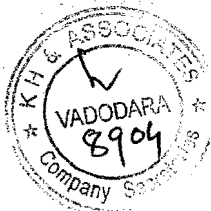
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
30	3916771	100%

(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 Statutory Auditors M/s. Shah Mehta & Bakshi, Chartered Accountants (Firm Registration No. 103824W), as the Statutory Auditors and fix 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
30	3916771	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 – To consider and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution for Appointment of Mr. Kamal Aggarwal (DIN: 00139199) as Managing Director and Chairman.

(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
30	3916771	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 – To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Mr. Nikhil Viresh Raval as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	through	Number of votes cast by them	% of total number of valid votes cast
30		3916771	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	through	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 : 1st October, 2016

Place : Vadodara



For K H & Associates

Hemant Valand

Hemant Valand
(Partner)

CP 8904, A 24697



KH & ASSOCIATES

Practicing Company Secretaries

FORM NO. MGT-13

Report of Scrutinizer(s)

[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,

OVERSEAS SYNTHETICS LIMITED

Block No 355, Manjusar Kumpad Road,

Village - Manjusar,

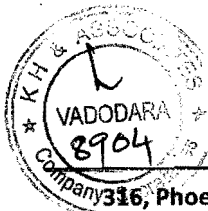
Taluka - Savli,

District - Vadodara – 391775

Dear Sir,

I, Hemant Valand, Partner of M/s. KH & Associates., Company Secretaries, has appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 24th Annual General Meeting of the Equity Shareholders of **OVERSEAS SYNTHETICS LIMITED** held on Friday, 30th September, 2016 at 11.00 a.m. at Registered Office of Company at Block No 355, Manjusar Kumpad Road, Village - Manjusar - 382170, Taluka - Savli, District - Vadodara – 391775 . submit our report as under :

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



(a) Resolution No. 1: Ordinary Resolution – Adoption of audited financial statements for the year ended on 31st March, 2016 and Directors Report and Auditors Report thereon.

(i) Voted in favour of the resolution:

Number of members voted through Poll	through	Number of votes cast by them	% of total number of valid votes cast
06		1750	100%

(ii) Voted against the resolution:

Number of members voted through Poll	through	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 Mrs. Minal Kamal Aggarwal (DIN: 07141165), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through Poll	through	Number of votes cast by them	% of total number of valid votes cast
06		1750	100%

(ii) Voted against the resolution:

Number of members voted through Poll	through	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 Mrs. Shubharangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	1750	100%

(ii) Voted against the resolution:

Number of members voted through Poll	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 Poll	Number of votes cast by them	% of total number of valid votes cast
06	1750	100%

(ii) Voted against the resolution:

Number of members voted through Poll	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 – To consider and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution for Appointment of Mr. Kamal Aggarwal (DIN: 00139199) as Managing Director and Chairman.

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

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	1750	100%

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

Number of members voted through Poll	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 – To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Mr. Nikhil Viresh Raval as an Independent Director.

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

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	1750	100%

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

Number of members voted through Poll	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



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you

Date : 1st October, 2016

Place : Vadodara



For K H & Associates

A handwritten signature in black ink that reads 'Hemant Valand'. The signature is written in a cursive style and is underlined with a single horizontal line.

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
The Chairman,
OVERSEAS SYNTHETICS LIMITED
Block No 355, Manjusar Kumpad Road,
Village - Manjusar,
Taluka - Savli,
District - Vadodara – 391775

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 24th Annual General Meeting pursuant to Regulation 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

1.

- (i) I, Hemant Valand, Partner of M/s. KH & Associates, Practicing Company Secretaries have been appointed as the scrutinizer by the Board of Directors of OVERSEAS SYNTHETICS LIMITED to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 6 to be passed at the 24th Annual General meeting of the Company to be held on 30th September, 2016 as set out in the Notice dated 11th August, 2016 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Resolution No. 5 & 6 of this Report pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Act and Rule 20 of the Rules
- (ii) The chairman of the 24th Annual general meeting held on Friday, September 30, 2016 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 – 39177

2. The Management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) 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 the AGM

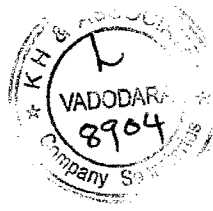
3. I have issued separate scrutinizer report dated 01st October, 2016 at 12:45 p.m. on e-voting and a separate report on poll dated 01st October, 2016 on poll on aforesaid resolutions. As requested by management, I submit a combined report on e-voting and poll in respect of aforesaid resolutions as follows:

Sr No.	Particulars	Resolution No. 1: Ordinary Resolution – To receive consider and adopt the Audited Balance Sheet as at March 31, 2016, 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.							
		Ballots/E-votes			No of Votes				%
					Physical	Electronic	total		
1	Ballot received	06	30	36	1750	3916771	3918521	--	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	30	36	1750	3916771	3918521	100	
4	Ballots in Favour	06	30	36	1750	3916771	3918521	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	30	36	1750	3916771	3918521	100	



Sr No.	Particulars	Resolution No. 2: Ordinary Resolution - To appoint a Director in place of Mrs. Mihal Kamal Aggarwal (DIN: 07141165), who retires by rotation and being eligible, offers herself for re-appointment.							
		Ballots/E-votes			No of Votes			%	
					Physical	Electronic	total		
1	Ballot received	06	30	36	1750	3916771	3918521	--	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	30	36	1750	3916771	3918521	100	
4	Ballots in Favour	06	30	36	1750	3916771	3918521	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	30	36	1750	3916771	3918521	100	

Sr No.	Particulars	Resolution No 3: Ordinary Resolution - To appoint a Director in place of Mrs. Shubharangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers herself for re-appointment.							
		Ballots/E-votes			No of Votes			%	
					Physical	Electronic	total		
1	Ballot received	06	30	36	1750	3916771	3918521	--	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	30	36	1750	3916771	3918521	100	
4	Ballots in Favour	06	30	36	1750	3916771	3918521	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	30	36	1750	3916771	3918521	100	



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.							
		Ballots/E-votes			No of Votes				%
					Physical	Electronic	total		
1	Ballot received	06	30	36	1750	3916771	3918521	--	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	30	36	1750	3916771	3918521	100	
4	Ballots in Favour	06	30	36	1750	3916771	3918521	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	30	36	1750	3916771	3918521	100	

Sr No.	Particulars	Resolution No 5: Ordinary Resolution – To consider and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution for Appointment of Mr. Kamal Aggarwal (DIN: 00139199) as Managing Director and Chairman.							
		Ballots/E-votes			No of Votes				%
					Physical	Electronic	total		
1	Ballot received	06	30	36	1750	3916771	3918521	--	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	30	36	1750	3916771	3918521	100	
4	Ballots in Favour	06	30	36	1750	3916771	3918521	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	30	36	1750	3916771	3918521	100	



Sr No.	Particulars	Resolution No 6: Ordinary Resolution – To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Mr. Nikhil Viresh Raval as an Independent Director.							
		Ballots/E-votes			No of Votes			%	
					Physical	Electronic	total		
1	Ballot received	06	30	36	1750	3916771	3918521	--	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	30	36	1750	3916771	3918521	100	
4	Ballots in Favour	06	30	36	1750	3916771	3918521	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	30	36	1750	3916771	3918521	100	

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 : 01st October,2016

Place : Vadodara



For K H & Associates

Hemant Valand

Hemant Valand
(Partner)

CP 8904, A 24697



Overseas Synthetics Limited

Annexure - 2

Date of the AGM	Friday, 30th September, 2016
Total number of Shareholders on record date (i.e. the cutoff date for determining shareholders entitled to e-voting – 23 rd September, 2016)	2860
No. of shareholders present in the meeting either in person or Proxy*	18
- Promoter and Promoter group	5
- Public	13
No of Shareholders attended the meeting through video conferencing	Nil
Promoter and Promoter Group	0
Public	0





Overseas Synthetics Limited

Details of the Agenda

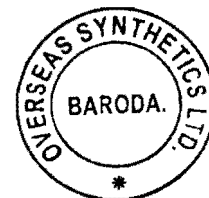
Resolution No. 1	To receive, consider and adopt the audited financial Statements comprising the Balance Sheet as on 31st March, 2016 and the statement of Profit and Loss and cash flow for the year ended on that date together with Reports of Directors and Auditors thereon.						
Type	Ordinary Business – 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)
E -voting							
Promoter and Promoter group	2170843	2170843	100.00	2170843	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	4933864	1745928	35.39	1747678	0.00	100.00	0.00
POLL							
Promoter and Promoter group	2170843	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	4933864	1750	0.04	1750	0.00	100.00	0.00
Grand Total	7104707	3918521	55.15	3921521	0.00	100.00	0.00





Overseas Synthetics Limited

Resolution No. 2	To appoint a Director in place of Mrs. Minal Kamal Aggarwal (DIN: 07141165), who retires by rotation and being eligible, offers himself for re-appointment.						
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)
E -voting							
Promoter and Promoter group	2170843	2170843	100.00	2170843	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	4933864	1745928	35.39	1747678	0.00	100.00	0.00
POLL							
Promoter and Promoter group	2170843	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	4933864	1750	0.04	1750	0.00	100.00	0.00
Grand Total	7104707	3918521	55.15	3921521	0.00	100.00	0.00





Overseas Synthetics Limited

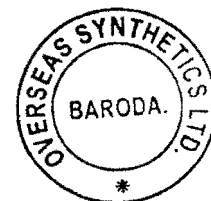
Resolution No. 3	To appoint a Director in place of Mrs. Shubharangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers himself for re-appointment.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares 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)
E -voting							
Promoter and Promoter group	2170843	2170843	100.00	2170843	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	4933864	1745928	35.39	1747678	0.00	100.00	0.00
POLL							
Promoter and Promoter group	2170843	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	4933864	1750	0.04	1750	0.00	100.00	0.00
Grand Total	7104707	3918521	55.15	3921521	0.00	100.00	0.00





Overseas Synthetics Limited

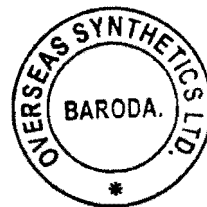
Resolution No. 4	To ratify the appointment of M/s. Shah Mehta & Bakshi, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.						
Type	Ordinary Business – Ordinary Resolution						
Mode of Voting	E voting and Poll						
Promoter / Public	No of shares held	No of 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)
E -voting							
Promoter and Promoter group	2170843	2170843	100.00	2170843	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	4933864	1745928	35.39	1747678	0.00	100.00	0.00
POLL							
Promoter and Promoter group	2170843	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	4933864	1750	0.04	1750	0.00	100.00	0.00
Grand Total	7104707	3918521	55.15	3921521	0.00	100.00	0.00





Overseas Synthetics Limited

Resolution No. 5	To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Managing Director and Chairman, Mr. Kamal Aggarwal (DIN: 00139199):-						
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)
E -voting							
Promoter and Promoter group	2170843	2170843	100.00	2170843	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	4933864	1745928	35.39	1747678	0.00	100.00	0.00
POLL							
Promoter and Promoter group	2170843	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	4933864	1750	0.04	1750	0.00	100.00	0.00
Grand Total	7104707	3918521	55.15	3921521	0.00	100.00	0.00





Overseas Synthetics Limited

Resolution No. 6	To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Mr. Nikhil Viresh Raval as an Independent Director (DIN: 07567904):-						
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)
E -voting							
Promoter and Promoter group	2170843	2170843	100.00	2170843	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	4933864	1745928	35.39	1747678	0.00	100.00	0.00
POLL							
Promoter and Promoter group	2170843	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	4933864	1750	0.04	1750	0.00	100.00	0.00
Grand Total	7104707	3918521	55.15	3921521	0.00	100.00	0.00




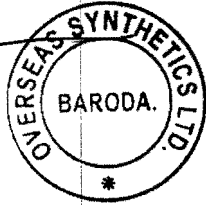


Overseas Synthetics Limited

Kindly take the above on your record and oblige.

Thanking You,
Yours Faithfully,
For Overseas Synthetics Limited


Ishwar Nayl, -
Company Secretary &
Compliance Officer



Date - 1st October, 2016
Place - Vadodra.



Overseas Synthetics Limited

Annexure - 3

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE OVERSEAS SYNTHETICS LIMITED AT ITS 24TH ANNUAL GENERAL MEETING HELD ON FRIDAY, 30TH SEPTEMBER, 2016 AT 11.00 AM AT BLOCK NO. 355, MANJUSAR KUMPAD ROAD, VILLAGE: MANJUSAR, TALUKA: SAVLI, DISTRICT: VADODARA – 391775.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial Statements comprising the Balance Sheet as on 31st March, 2016 and the statement of Profit and Loss and cash flow for the year ended on that date together with Reports of Directors and Auditors thereon.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2016, Profit & Loss Account and 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."

2. To appoint a Director in place of Mrs. Minal Kamal Aggarwal (DIN: 07141165), who retires by rotation and being eligible, offers herself for re-appointment.

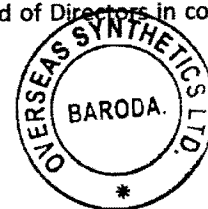
"RESOLVED THAT Mrs. Minal Kamal Aggarwal, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Mrs. Shubharangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT Mrs. Shubharangana Naresh Goyal, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard 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 Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Shah Mehta & Bakshi., Chartered Accountants (Firm Registration No. 103824W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 25th Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."





Overseas Synthetics Limited

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Managing Director and Chairman, Mr. Kamal Aggarwal (DIN: 00139199):-

"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 reenactment 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 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 of Mr. Kamal Aggarwal (DIN: 00139199) as Managing Director and Chairman of the Company for a period of three years with effect from 13th May, 2016, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kamal Aggarwal.

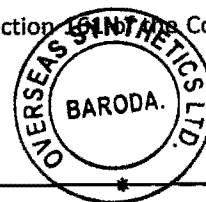
RESOLVED FURTHER THAT the remuneration payable to Mr. Kamal Aggarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the remuneration and terms and conditions, to the extent recommended by the Nomination and remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified above in the resolution and the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Kamal Aggarwal.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Appointment of Mr. Nikhil Viresh Raval as an Independent Director (DIN: 07567904):-

"RESOLVED THAT Mr. Nikhil Viresh Raval (DIN: 07567904), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th August, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 191B of the Companies Act,





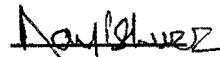
Overseas Synthetics Limited

2013 ("Act") but who is eligible for appointment and has consented to act as a Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Nikhil Viresh Raval (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for five years for a term upto the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2021 be and is hereby approved."

Certified true copy

For Overseas Synthetics Limited



Ishwar Nayl

**Company Secretary &
Compliance Officer**



Date: 01.10.2016