



# Overseas Synthetics Limited

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Date 2<sup>nd</sup> September, 2016

To, Manager  
Department of corporate services,  
BSC Ltd.  
P.J. Tower, Dalal Street,  
Fort, Mumbai-400001

Dear Sir/Madam

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Submission of Notice of 24<sup>th</sup> Annual General Meeting of the Company)**

Pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Notice of 24<sup>th</sup> Annual General Meeting of the Member of the Company.

Kindly take above on your record and oblige.

Thanking you,  
Yours faithfully,

**For, Overseas Synthetics Limited**

**Ishwar Nayi  
Company Secretary &  
Compliance Officer**

Enclosed: A/a



# Overseas Synthetics Limited

## NOTICE

CIN No. : L24200GJ1992PLC017316

Block No. 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara - 391775

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of **OVERSEAS SYNTHETICS LIMITED** will be held on **Friday, 30th September, 2016, at 11.00 a.m.** at its Registered Office situated at Block No 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, District - Vadodara - 391775, to transact the following business:

### 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.
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.
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.
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."

### 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



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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 161 of the Companies Act, 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."

## NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the Aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 24th September, 2016 to Friday, 30th September, 2016 [Both days inclusive]**.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
6. All documents referred to in the notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 5.00 p.m. on any working day except Saturdays and holidays upto the date of Annual General Meeting.
7. All the work related to share registry in terms of both physical and electronic are being conducted by Company's R & T Agents - M/s. MCS Shares Transfer Agent Limited, 10 Aaram Apartment, 12 Sampatrao Colony, Behind Laxmi hall, Alkapuri, Vadodara-390007. Tel.: 0265-2322692, Fax: 0265-2341639, Email: mcsldbbaroda@gmail.com. The shareholders are requested to send their communication to the aforesaid address in future.
8. **Appointment/Re-appointment of Directors:**

At the ensuing Annual General Meeting Mrs. Minal Kamal Aggarwal and Mr. Shubharangana Naresh Goyal, retire by rotation and being eligible offer themselves for re-appointment.

As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under of the Listing Agreement, the details pertaining to the



# Overseas Synthetics Limited

Directors seeking Appointment/ reappointment are furnished in the **Annexure A**.

9. Shareholders are requested to furnish their e-mail id particulars to the Company at the Company's dedicated mail id: [overseassltd@gmail.com](mailto:overseassltd@gmail.com) this will assist the Company in redressing of Shareholder's grievances expeditiously.
10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholder through an electronic mode. An amendment to the Listing Agreement with the Stock Exchanges permit companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their e-mail address for receiving electronic communications.
11. The route map showing directions to reach the venue of the Twenty-Fourth Annual General Meeting is annexed.
12. **Voting through electronic means :**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their rights to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Chairman of the Company will declare the voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The e-voting results along with the scrutinizer's report will be displayed on the (i) Company's website [www.overseassynthetics.com](http://www.overseassynthetics.com); (ii) CDSL website [www.evotingindia.com](http://www.evotingindia.com) and (iii) Stock Exchanges website [www.bseindia.com](http://www.bseindia.com).

The instructions for shareholders voting electronically are as under:

1. The voting period begins on **Tuesday, 27th September, 2016 (9:00 a.m.) and ends on Thursday, 29th September, 2016 (5:00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, 23rd September, 2016**, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Friday, 23rd September, 2016, may obtain the login ID and password by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
4. Click on Shareholders.
5. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



# Overseas Synthetics Limited

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on postal ballot/attendance slip indicated in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)#	Enter the Dividend Bank details or Date of Birth (In DD/MM/YYYY Format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the member ID/Folio number in the Dividend Bank details field as mentioned in instruction (5).</li></ul>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the **Electronic Voting Sequence Number (EVSN) (160824018)** for the relevant Company (Overseas Synthetics Limited) on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. Mr. Hemant Valand from M/s. KH & Associates, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

**Place : Vadodara**

**Date : 11.08.2016**

**Registered Office**

**Block No. 355, Manjusar Kumpad Road,**

**Village: Manjusar, Taluka: Savli,**

**District: Vadodara - 391775**

**By Order of the Board**

**For, Overseas Synthetics Ltd.**

**Sd/-**

**Mr. Kamal Aggarwal**

**Managing Director**



# Overseas Synthetics Limited

## Explanatory Statement under Section 102 of the Companies Act, 2013

### For Item No. 5 and 6

#### ITEM NO. 5

Mr. Kamal Aggarwal was appointed as Managing Director and Chairman for the tenure of three years from his appointment with effect from 13th May, 2016. The said appointment and remuneration package, as determined by the Board of Directors, will be later approved by the Members of the Company at the 24th Annual General Meeting held on Friday 30th September, 2016.

Mr. Kamal Aggarwal is a Bachelor in Engineering (Petro Chemicals) from The Maharaja Sayajorao University. Mr. Kamal Aggarwal has to his credit nearly 27 years of industrial experience, majority of which has been spent in chemicals companies. He is largely responsible for the efficient operations of the company and its excellent financial performance. The Company is currently planning to recommence its business operations. At this crucial juncture, the services of Mr. Kamal Aggarwal are considered essential for successful recommencement of the business operations and achieve smooth operations thereafter. It is also essential for the Company to have his continued services for its future growth. The Board of Directors, at their Meeting held on 13th May, 2016, considered and decided to entrust Mr. Kamal Aggarwal with increased role and responsibility by elevating him as Managing Director and Chairman of the Company. The term of his appointment as Managing Director will be for a period of three years with effect from 13th May, 2016.

The details as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Mr. Kamal Aggarwal are provided in **Annexure - A** to this Notice.

The Company will not pay to the managing Director any remuneration during the continuance of this agreement in consideration of the performance of his duties until the Company recommences its business operations and earns profit.

The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits our Company to provide for a salary not exceeding 10% of the Net Profits in any year to all its Directors. The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr. Kamal Aggarwal as Managing Director and Chairman of the Company. The Board recommend the resolution as set out in item no. 5 for approval of the members as an ordinary resolution. A copy of the Board Resolution and the Agreement for Appointment of Mr. Kamal Aggarwal, Managing Director and Chairman will be available for inspection between 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday) at the Corporate Office of the Company.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Kamal Aggarwal and Mrs. Minal Kamal Aggarwal and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

#### ITEM NO. 6

Mr. Nikhil Viresh Raval (DIN : 07567904) is a Non Executive Independent Director of the Company, whose period of office was liable to be determined by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However as per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore it is proposed to appoint Mr. Nikhil Viresh Raval as an Independent Director for a term of five consecutive years upto the conclusion of the 29th Annual General Meeting of the company in the calender year 2021.

The details as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Mr. Nikhil Viresh Raval are provided in **Annexure - A** to this Notice. In the opinion of the Board, Mr. Nikhil Viresh Raval fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of



# Overseas Synthetics Limited

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the management. A copy of the draft letter for appointment of Mr. Nikhil Viresh Raval as an independent director would be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Nikhil Viresh Raval as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nikhil Viresh Raval as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Nikhil Viresh Raval, has any concern or interest, financial or otherwise, in the resolution set out at item No. 6.

The Board recommends the ordinary resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the shareholders.

**Place : Vadodara**

**Date : 11.08.2016**

**Registered Office**

**Block No. 355, Manjusar Kumpad Road,**

**Village: Manjusar, Taluka: Savli,**

**District: Vadodara - 391775**

**By Order of the Board**

**For, Overseas Synthetics Ltd.**

**Sd/-**

**Mr. Kamal Aggarwal**

**Managing Director**





# Overseas Synthetics Limited

## Annexure – A

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	Mr. Kamal Aggarwal	Mr. Nikhil Viresh Raval	Mrs. Minal Kamal Aggarwal	Mrs. Shubharangana N Goyal
Date of Birth	27.12.1962	22.05.1981	14.02.1969	02.10.1961
Qualification	Bachelor in Engineering (Petro Chemicals)	Chartered Accountant	Bachelor of Commerce	Master of Arts, B.Ed.
Experience	27 Years of Experience in Manufacturing of Fine and other Chemicals, Construction and Development.	10 Years of experience in field of Income Tax, Service Tax and Auditing (include stock audit, revenue audit, bank audit, internal audit) etc.	Manufacturing of Chemicals and Financial Management	Manufacturing of Chemicals, Petroleum and Financial Management
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 5 of this notice	The details are provided in the resolution at Item no. 6 of this notice	N.A.	N.A.
Remuneration last drawn (2015-16)	Nil	N.A.	Nil	Nil
Nature of expertise in specific functional areas	Management & Leadership	Management & Leadership	Management & Leadership	Management & Leadership
Date of first appointment on to the Board	30.10.2012	11.08.2016	31.03.2015	31.03.2015
No. of Shares held in the Company as on 31st March, 2016	722911	Nil	718025	230626
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Kamal Aggarwal is Husband of Mrs. Minal Kamal Aggarwal	N.A.	Mrs. Minal Kamal Aggarwal is Wife of Mr. Kamal Aggarwal	Mrs. Shubharangana N Goyal is Wife of Mr. Naresh Goyal
No. of Meetings of the Board attended during the year	4	N.A.	4	4
Directorship in other companies as on 31st March, 2016	1. Chemcon Speciality Chemicals Pvt Ltd. 2. Chemcon Pharmachem Pvt. Ltd.	N.A.	N.A.	N.A.
Chairmanship / Membership of Committees of other Board	N.A.	N.A.	N.A.	N.A.



# Overseas Synthetics Limited



## Overseas Synthetics Limited

### PROXY FORM

CIN: L24200GJ1992PLC017316

Name of the Company: Overseas Synthetics Limited

Registered Office: Block No 355, Manjusar Kumpad Road, Village: Manjusar, Taluka: Savli, District: Vadodara – 391775.  
Ph. No. (0265) 2981195, Fax: 0265 2983754, Email: overseassltd@gmail.com Website: www.overseassynthetics.com

Name of the Member (s)			
Registered Address			
Email id			
Folio No. / Client ID		DP ID :	

I/ We, being the member(s) of \_\_\_\_\_ shares of Overseas Synthetics Limited, hereby appoint

- Name : \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
- Name : \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
- Name : \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_  
Signature: \_\_\_\_\_

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 11.00 A.M. at Block No. 355, Manjusar Kumpad Road, Village: Manjusar, Taluka : Savli, District : Vadodara – 391775 and at any adjournment thereof in respect of resolutions as are indicated below :

Reso. No.	Description
<b>Ordinary Business</b>	
1.	Adoption of the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2016, the Balance Sheet as on that date, the Director's and the Auditor's Reports thereon.
2.	Re-appointment of Mrs. Minal Kamal Aggarwal, who retires by rotation.
3.	Re-appointment of Mrs. Shubharangana Naresh Goyal, who retires by rotation.
4.	To ratify the appointment of Statutory Auditors
<b>Special Business</b>	
5.	Appointment of Mr. Kamal Aggarwal as a Managing Director and Chairman
6.	Appointment of Mr. Nikhil Viresh Raval as an Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.  
Signature of shareholder \_\_\_\_\_.  
Signature of Proxy holder(s) \_\_\_\_\_.

Affix  
Rs. 1  
Revenue  
Stamp

#### Notes:

- This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- Please complete all the details including details of member(s) before submission.



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## Overseas Synthetics Limited

CIN: L24200GJ1992PLC017316

Name of the Company: Overseas Synthetics Limited  
Registered Office: Block No 355, Manjusar Kumpad Road,  
Village: Manjusar, Taluka: Savli, District: Vadodara – 391775.  
Ph. No. (0265) 2981195, Fax: 0265 2983754, Email : overseassltd@gmail.com  
Website : www.overseassynthetics.com

### ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No. / DP ID - Client ID \_\_\_\_\_

No of shares held \_\_\_\_\_

Full Name of the Member (s) (in Block Letters) \_\_\_\_\_

Name of Proxy (in Block Letters) \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I / We hereby record my / our presence at the 24th Annual General Meeting of Members of the Company being held at Block No. 355, Manjusar Kumpad Road, Village : Manjusar, Taluka : Savli, District : Vadodara - 391775 on Friday, 30th September, 2016 at 11.00 a.m.

.....  
Member's / Proxy's Signature  
(To be signed at the time of handing over the slip)

#### Notes:

1. Members are requested to bring their copies of Annual Report at the AGM.
2. As per the policy of the Company no gifts will be given at the Annual General Meeting.
3. Please strike off whichever is not applicable.



# Overseas Synthetics Limited

## Board of Directors

Mr. Rohit Patel  
Managing Director (Up to 20.04.2016)

Mr. Kamal R. Aggarwal  
Managing Director (From 13.05.2016)\*

Mr. Naresh V. Goyal  
Director

Mr. Anirudh C. Sonpal  
Director

Mr. Surendra U. Tamboli  
Director

Mr. Suresh Prasad Roy  
Director

Mr. Mayur V. Shah  
Director (Up to 20.04.2016)

Mrs. Minal K Aggarwal  
Director

Mrs. Shubharangana Naresh Goyal  
Director

\*Subject to approval of Shareholders in ensuing Annual General Meeting

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## Note :

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial/results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments information or events.

## Auditors:

M/s. Shah Mehta & Bakshi  
Chartered Accountants, Vadodara

## Company Secretary:

Mr. Ishwar R. Nayi

## Registered Office:

Block No. 355, Manjusar Kumpad Road,  
Village: Manjusar, Taluka: Savli,  
District: Vadodara - 391775

## Registrar & Share transfer agents:

MCS Shares Transfer Agent Limited  
Unit: Overseas Synthetics Limited  
10 Aaram Apartment, 12 Sampatrao Colony,  
Behind Laxmi Hall, Alkapuri, Vadodara: 390007  
Tel. No. : 0265-2314757, 2322692, E-mail :  
mcsltbaroda@gmail.com

## Bankers:

Indian Overseas Bank, Mehta Pole,  
Vadodara – 390006.

## Route map to reach the Venue of the Annual General Meeting

