



Overseas Synthetics Limited

01st October, 2018

To,
The Manager,
Department of Corporate Services
BSE Ltd.
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001

Sub.: Declaration of Voting Results of 26th Annual General Meeting of the Company held on 29th September, 2018

Dear Sir / Madam,

With reference to the captioned subject, we would like to state that the 26th Annual General Meeting of the Company was held on 29th September, 2018 at Registered Office situated at Block No.355, Manjusr Kumpad Road, Village – Manjusr, Taluka – Savli, Dist.: Vadodara, Gujarat – 391775.

Please find enclosed herewith:

- (a) Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Scrutinizer's Report on E-voting and Poll as per provision of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Kindly take the same on your records and acknowledge the receipt.

Thanking You

Yours truly,

For, Overseas Synthetics Limited



Name: Kamalkumar Rajendra Aggarwal

Director,

DIN: 00139199

Encl. A/a.



KH & ASSOCIATES

Practicing Company Secretaries

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
26th 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 26th Annual General Meeting (AGM) of the members of the Company to be held on Saturday, September 29, 2018 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 26th 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.

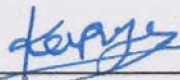


206, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9824317835 E-mail: khassociates2016@gmail.com

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

- 1) The e-voting period remained open from Wednesday, 26th September, 2018 at 09:00 a.m. and ended on Friday 28th September, 2018 at 5:00 p.m.
- 2) The members of the Company as on "Cut-off" date i.e 22nd September, 2018 were entitled to the vote on the resolutions as set out in the notice to the 26th AGM of the members of the Company.
- 3) The votes cast were unblocked on 1st October, 2018 at around 12:15 p.m. in the presence of 2 witnesses Ms. Shrushti 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. Shrushti 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 Standalone Financial Statements of the Company for the Financial year 2017-18**

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
01	15	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



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

(b) Resolution No. 2: Ordinary Resolution - To appoint a Director in place of Mrs. Shubarangana Naresh Goyal (DIN: 07141172), 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
01	15	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 – Appointment of Mr. Samirkumar Bharatbhai Sampat as an Independent Director (DIN: 08116619):-

(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
01	15	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



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

(d) Resolution No.4: Ordinary Resolution – Appointment of Mr. Rajnish Tiwari as an Independent Director (DIN: 07515091):-:-

(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
01	15	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. Vanita Mansukh Parmar as an Independent Director (DIN: 0534524)

(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
01	15	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

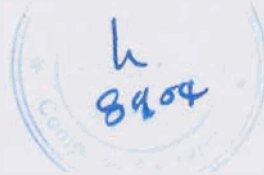


6. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs minutes of the aforesaid Annual General Meeting and the same are handed over to the Compliance officer for safe keeping.

Thanking you.

Date : 1st October,2018

Place : Vadodara



For K H & Associates

A handwritten signature in blue ink that reads 'Hemant Valand'.

Hemant Valand
(Partner)

CP 8904, A 24697



KH & ASSOCIATES

Practicing Company Secretaries

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 26th 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 5 to be passed at the 26th Annual General meeting of the Company to be held on 29th September, 2018 as set out in the Notice dated 04th September, 2018 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 26th Annual general meeting held on Saturday, September 29, 2018 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



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

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, 2018 at 12:25 p.m. on e-voting and a separate report on poll dated 01st October, 2018 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 – Adoption of Standalone Financial Statements of the Company for the Financial year 2017-18						
		No of Voters(Shareholders)			No of Votes			%
		Physical	Electronic	total	Physical	Electronic	total	
1	Ballot received	17	01	18	1624568	15	1624583	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	17	01	18	1624568	15	1624583	100
4	Ballots in Favour	17	01	18	1624568	15	1624583	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	17	01	18	1624568	15	1624583	100

Sr No.	Particulars	Resolution No. 2: Ordinary Resolution - To appoint a Director in place of Mrs. Shubarangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers himself for re-appointment.						
		No of Voters(Share holders)			No of Votes			%
		Physical	Electronic	total	Physical	Electronic	total	
1	Ballot received	17	01	18	1624568	15	1624583	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	17	01	18	1624568	15	1624583	100
4	Ballots in Favour	17	01	18	1624568	15	1624583	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	17	01	18	1624568	15	1624583	100



Sr No.	Particulars	Resolution No 3: Ordinary Resolution – To appoint Appointment of Mr. Samirkumar Bharatbhai Sampat as an Independent Director (DIN: 08116619):-						
		No of Voters(Share holders)			No of Votes			%
		Physical	Electron ic	total	Physical	Electronic	total	
1	Ballot received	17	01	18	1624568	15	1624583	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	17	01	18	1624568	15	1624583	100
4	Ballots in Favour	17	01	18	1624568	15	1624583	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	17	01	18	1624568	15	1624583	100

Sr No.	Particulars	Resolution No.4 : Ordinary Resolution – To appoint Appointment of Mr. Rajnish Tiwari as an Independent Director (DIN: 07515091):-						
		No of Voters(Share holders)			No of Votes			%
		Physical	Electron ic	total	Physical	Electronic	total	
1	Ballot received	17	01	18	1624568	15	1624583	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	17	01	18	1624568	15	1624583	100
4	Ballots in Favour	17	01	18	1624568	15	1624583	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	17	01	18	1624568	15	1624583	100



Sr No.	Particulars	Resolution No.5 : Ordinary Resolution – Appointment of Mrs. Vanita Mansukh Parmar as an Independent Director (DIN: 05345249):-						
		No of Voters(Share holders)			No of Votes			%
	Ballots/E-votes	Physical	Electronic	total	Physical	Electronic	total	
1	Ballot received	17	01	18	1624568	15	1624583	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	17	01	18	1624568	15	1624583	100
4	Ballots in Favour	17	01	18	1624568	15	1624583	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	17	01	18	1624568	15	1624583	100

4. I have hand over the related papers / registers and records for the safe custody Mr. Dharmesh Vankar, 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, 2018

Place : Vadodara



For K H & Associates

Hemant

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 26th Annual General Meeting of the Equity Shareholders of **OVERSEAS SYNTHETICS LIMITED** held on held on Saturday, 29th September, 2018 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, 2018 and Directors Report and Auditors Report thereon.

(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
17	1624568	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

(b) Resolution No. 2: Ordinary Resolution - To appoint a Director in place of Mrs. Shubarangana Naresh Goyal (DIN: 07141172), who retires by rotation and being eligible, offers himself 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
17	1624568	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



(c) **Resolution No 3: Ordinary Resolution - To appoint Appointment of Mr. Samirkumar Bharatbhai Sampat as an Independent Director (DIN: 08116619):-**

(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
17	1624568	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 appoint Appointment of Mr. Rajnish Tiwari as an Independent Director (DIN: 07515091)**

(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
17	1624568	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



(4) Resolution No 5: Ordinary Resolution – Appointment of Mrs. Vanita Mansukh Parmar as an Independent Director (DIN: 05345249):-

(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
17	1624568	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,2018

Place : Vadodara



For K H & Associates

Hemant

Hemant Valand
(Partner)

CP 8904, A 24697