OSWAL OVERSEAS LIMITED

(Sugar Division)

Village Aurangabad, Teh. Nawabganj, P.O.-Grem, Distt. Bareilly (U.P.) 243407

Phone : 05825-226551 (M) 09997300551-552, Fax : 05825-226753

CIN–L74899DL1984PLC018268

Dated: September 01, 2020

To,
The Manager
Listing Department,
BSE Limited
Floor 25, P. J. Tower,
Dalal Street,
Mumbai - 40001

Dear Sir,

SUB: Intimation of 36th Annual General Meeting of the company, Book Closure, Cut-off date for e-voting and period of e-voting

This is to inform you that the 36th Annual General Meeting of the company will be held on 30th September, 2020 at 01:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2019 (both days inclusive), for the purpose of Annual General Meeting.

Further, we have made arrangements for provide remote e-voting facilities to the shareholders of the company for voting on the resolution proposed and mentioned in the notice at the 36th Annual General Meeting as per following schedule –

E-voting at the website of CDSL: www.evotingindia.com

Cutoff date for remote e-voting: 23rd September, 2020

E-voting Start date and time: 27th September, 2020 at 09:00 a.m.

E-voting end date and time: 29th September, 2020 at 5:00 p.m.

We request you to kindly take the same on your record.

Thanking you
Yours Faithfully,
For Oswal Overseas Limited

OSWAL OVERSEAS LTD. New Delhi

Lalit Kumar
Company Secretary
Encl: AGM Notice

Place: New Delhi

Regd. Office : 72, Taimoor Nagar, Opp. New Friends Colony, New Delhi - 110025
Phone : 011-26332465 Fax : 011-26322664
E-mail : info@oswaloverseasltd.com

OSWAL OVERSEAS LIMITED
CIN: L74899DL1984PLC018268
Registered Office: 72, Ground Floor, Taimoor Nagar, New Delhi– 110025
Phone: (011) 41064256, Fax: (011)26332465, Email: cs@oswaloverseasltd.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF OSWAL OVERSEAS LIMITED (CIN L74899DL1984PLC018268) WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2020 AT 01:00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Anoop Kumar Srivastava (DIN: 07052640), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
   Payment of Remuneration to Cost Auditors for Financial Year 2019-2020
   "RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s M K Singhal & Co., Cost Accountants (Firm's Registration No. 00074) appointed as cost auditors by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year ending 31st March, 2021 at Rs. 50,000/- plus out of pocket expenses and applicable taxes be and is hereby ratified."

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, as may be amended from time to time and the Memorandum and Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to invite/ offer, issue and allot 30,00,000 Non-Convertible Redeemable Preference Shares ('NCRPS') of Rs. 10/- (Rupees Ten Only) aggregating to Rs. 3,00,00,000/- (Three Crore Only), in one or more tranche(s) for cash at par, on Private Placement Basis to the persons, as may be decided by the Board of Directors of Oswal Overseas Limited."

   "RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Act, the each "NCRPS" shall:
   a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
   b) be non-participating in the surplus funds ;
   c) be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
   d) be paid dividend on a non-cumulative basis;
   e) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;
   f) be redeemable within 20 years.

   "RESOLVED FURTHER THAT these Preference Shares shall carry a dividend of 0.1 percent per annum and the same shall accrue from the date of allotment thereof to each shareholder."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to determine size of each tranche(s), rights entitlement ratio, timing of the offer and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to aforesaid resolutions."

   "RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, Mr. Paramjeet Singh, Managing Director of the Company and / or Mr. Lalit Kumar, Company Secretary and Compliance Officer of the Company be and is/ are hereby authorized to do all such acts deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in regard to issue of Preference Shares."

By order of the Board
of Oswal Overseas Limited

OSWAL OVERSEAS LTD. New Delhi

Lalit Kumar
Company Secretary

Date: 31.08.2020
Place: New Delhi

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in item nos. 4of the Notice is annexed hereto and forms part of this Notice.

2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and share transfer books of the Company shall remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories /Registrar and Share Transfer Agent of the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.oswaloverseasltd.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL i.e. www.evotingindia.com.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 (one thousand only) members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. But our members are less that the limit, so our every member can join the meeting through VC/OAVM.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment/ appointment at this AGM is annexed.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
8. Pursuant to Section 113 of the Act, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/Power of Attorney from its governing body, as the case may be, authorising their representative(s) to attend this AGM through VC / OAVM and vote on their behalf through remote e-voting or at the AGM, by email from their registered email address to the Company at cs@oswaloverseasltd.com mentioning the name of the Company in the subject line.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. **As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Beetal Financial & Computer Services (P) Limited for assistance in this regard.**
11. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in Demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agents.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar & Transfer Agents.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company in case the shares are held by them in physical form. **Members are requested to update their E-mail Address with their Depository Participants to enable the Company to send communications electronically and with the Company in case the shares are held by them in physical form.**
14. Members who are holding shares in identical order of names in more than one folio are requested to write to the Share Department of the Company, enclosing the shares certificates to enable the Company to consolidate their holdings in one folio. The share certificates will be returned to the members after making necessary endorsements in due course.
15. It will be desirable that queries, if any, on the accounts and operation of the Company are sent to the Company 10 days in advance of the meeting so that the answers may be made readily available, which would be appreciable. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as of cut-off date i.e. Wednesday, September 23, 2020.
16. The shares of the Company are being compulsorily traded in dematerialized (i.e. electronic form only) in the Bombay Stock Exchange. **If you are still holding the shares in physical form, you are advised to dematerialize your shares. For your information ISIN No. of the company is INE906K01027 for both the depositories, viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).**
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by

submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company's Registrar & Transfer Agents in case the shares are held in physical form.

18. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID cs@oswaloverseasltd.com till the date of AGM.
19. At the Thirty Third AGM held on September 25, 2017 the Members approved appointment of M/s. N J & Associates, Chartered Accountants, (Firm Registration No. 023083N), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Thirty Eighth AGM to be held in year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Sixth AGM.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. **In compliance with the provisions of Clause 14 of Secretarial Standards on General Meetings no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.**
22. Voting:
    - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
    - (ii) The Board of Directors of the Company has appointed Mr. Anuj Kumar Malik, a Company Secretary in practice, (Membership no. A42273, CP NO. 16061)to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner.
    - (iii) The Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.oswaloverseasltd.com and on the website of CDSL immediately after the declaration of Result. The results shall also be forwarded to the stock exchange where the shares of Company are listed i.e. BSE Limited.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 27th September, 2020 at 9.00 a.m. and ends on 29th September 2020 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders /Members module.

(v) 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,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
   OR
   Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasiusing your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. In case the sequence number is less than 8 digits enter the applicable number of '0' before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
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. • 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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of Singer India Limited on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@oswaloverseasltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.comor call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

OSWAL OVERSEAS LIMITED
CIN: L74899DL1984PLC018268
Registered Office: 72, Ground Floor, Taimoor Nagar, New Delhi– 110025
Phone: (011) 41064256, Fax: (011)26332465, Email: cs@oswaloverseasltd.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. **The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.**
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@oswaloverseasltd.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@oswaloverseasltd.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

Sr. No.	Name of the Directors	Mr. Anoop Kumar Srivastava (Director)
1.	Director Identification Number (DIN)	07052640
2.	Date of Birth	13.03.1978
3.	Permanent Account Number (PAN)	BGUPS7161P
4.	Date of Appointment on the Board	31.03.2015
5.	Qualifications	B-Com
6.	Experience and Expertise in specific functional area	12 years' experience in IT management and 6 years' experience in export management
7.	No. of equity shares held in the Company (as on 31st March, 2020)	NIL
8.	List of other directorships	AMRIT RESTAURANTS AND HOTELS PRIVATE LIMITED
9.	Relationships between directors inter-se	No
10.	Name of other listed companies in which he/ she holds the directorship and membership of committees	NIL



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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of M K Singhal& Co., Cost Accountants (Firm's Registration No. 00074) of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31stMarch, 2021, at a remuneration of Rs. 50,000/- plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March, 2021.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

Presently the paid up share capital of the company is Rs. 12,46,10,500/- divided into equity shares of Rs. 6,46,10,500/- and Preference shares of Rs. 6,00,00,000/- only. As planning part for capital restructuring of the company, the company wants to increase its paid up capital by issue of Non-Convertible Redeemable Preference Share Capital.

The issue of Non-Convertible Redeemable Preference Share is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), Non-Convertible Redeemable Preference Shares ('NCRPS') at par on a Private Placement Basis.

Furthermore, as per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations. Section 62 of the Act read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

The approval of the Members is accordingly being sought by way of a Special Resolution under above Sections of the Companies Act 2013 read with the Rules made there under, for the issue of Non-Convertible Redeemable Preference Shares aggregating an amount not exceeding Rs. 3 crore and to offer and allot the Non-Convertible Redeemable Preference on a Private Placement Basis on the terms and conditions set out hereunder.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the NCRPS are as under:

a	the size of the issue and number of preference shares to be issued and nominal value of each share	30,00,000 Non-Convertible Redeemable Preference Share of Rs. 10/- each for an amount not exceeding Rs. 3 crore in one or more trench (s)
b	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non – convertible	Non-cumulative, Non-participating, Non- Convertible Preference shares
c	the objectives of the issue;	To increase the net worth of the Company and for general corporate purposes
d	the manner of issue of shares and date of passing the Board resolution	Private Placement Basis 31.08.2020
e	the price at which such shares are proposed to be issued;	At par
f	the basis on which the price has been arrived at;	Not applicable as shares are being issued at par
g	the terms of issue, including terms and rate of dividend on each share, etc.;	The shares shall carry a fixed non-cumulative dividend at a rate of 0.1% on the capital for the time being paid-up thereon
h	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the	Redemption within 20 years at par with or without a put/ call option as may be determined by the Board.

<table>
<tr><td></td><td>terms of conversion;</td><td></td></tr>
<tr><td>i</td><td>the manner and modes of redemption;</td><td>Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption.</td></tr>
<tr><td>j</td><td>the current shareholding pattern of the company;</td><td>
A. Equity Shares
<table>
<tr><th>Category Code</th><th>Category of Shareholder</th><th>No. of shareholders</th><th>No. of shares held</th><th>% to Total Holding</th></tr>
<tr><td>(A)</td><td>Shareholding of Promoter and Promoter Group</td><td></td><td></td><td></td></tr>
<tr><td></td><td>Indian</td><td></td><td></td><td></td></tr>
<tr><td></td><td>Individuals/ HUF</td><td>4</td><td>4838950</td><td>74.89</td></tr>
<tr><td></td><td>Sub Total (A)</td><td>4</td><td>4838950</td><td>74.89</td></tr>
<tr><td>(B)</td><td>Public Shareholding</td><td></td><td></td><td></td></tr>
<tr><td></td><td>Non institution</td><td></td><td></td><td></td></tr>
<tr><td>(a)</td><td>Bodies Corporate</td><td>3</td><td>800</td><td>0.01</td></tr>
<tr><td>(b)</td><td>Individuals</td><td>316</td><td>1163200</td><td>18.00</td></tr>
<tr><td>(c)</td><td>Others</td><td>11</td><td>458100</td><td>7.09</td></tr>
<tr><td></td><td>Sub Total (B)</td><td>330</td><td>1622100</td><td>25.11</td></tr>
<tr><td></td><td>GRAND TOTAL (A)+(B)</td><td>334</td><td>6461050</td><td>100</td></tr>
</table>
B. Non-Convertible Redeemable Preference Shares
<table>
<tr><th>Category Code</th><th>Category of Shareholder</th><th>No. of shareholders</th><th>No. of shares held</th><th>% to Total Holding</th></tr>
<tr><td>(A)</td><td>Shareholding of Promoter and Promoter Group</td><td></td><td></td><td></td></tr>
<tr><td></td><td>Indian</td><td></td><td></td><td></td></tr>
<tr><td></td><td>Individuals/ HUF</td><td>6</td><td>60,00,000</td><td>100</td></tr>
<tr><td></td><td>Sub Total (A)</td><td>6</td><td>60,00,000</td><td>100</td></tr>
<tr><td>(B)</td><td>Public Shareholding</td><td></td><td></td><td></td></tr>
<tr><td></td><td>Non institution</td><td></td><td></td><td></td></tr>
<tr><td>(a)</td><td>Bodies Corporate</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>(b)</td><td>Individuals</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>(c)</td><td>Others</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td></td><td>Sub Total (B)</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td></td><td>GRAND TOTAL (A)+(B)</td><td>6</td><td>60,00,000</td><td>100</td></tr>
</table>
</td></tr>
<tr><td>k</td><td>the expected dilution in equity share capital upon conversion of preference shares.</td><td>Nil, since the Non-Convertible Redeemable Preference Share are non-convertible</td></tr>
<tr><td>l</td><td>Payment Terms</td><td>The entire issue price of Rs. 10/- per NCRPS shall be payable upfront on application.</td></tr>
<tr><td>m</td><td>Variation in terms of NCRPS</td><td>Any variation in the terms of the NCRPS after allotment thereof will be valid only if consented to by all holders of the NCRPS and in accordance with applicable provisions of the Companies Act, 2013 or any statutory modification thereof and Rules framed there under.</td></tr>
</table>

A statement of disclosures as required under Rule 14(2) of the Companies (Prospectus and Allotment) Rules, 2014 are as under: -
The basis or justification of for the price (including premium, if any) at which the offer or invitation is being made –
Not applicable as shares are being issued at par.

Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice.

The Directors or Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or interested in the Resolution at Item No. 5 to the extent of the Non-Convertible Redeemable Preference Share that may be subscribed to by them or by the companies / firms in which they are interested.



OSWAL OVERSEAS LIMITED
CIN: L74899DL1984PLC018268
Registered Office: 72, Ground Floor, Taimoor Nagar, New Delhi– 110025
Phone: (011) 41064256, Fax: (011)26332465, Email: cs@oswaloverseasltd.com

Dear Members,

Sub: Updation of KYC Details in the Master Data

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company, through periodic communiques, advises such shareholders to notify to the Company, any change in their address/ bank details /email Id etc. under the signatures of sole/ first named joint holder along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA to raise standards and provide improved services to the Shareholders. In this background, we are attaching herewith a KYC Form for all the shareholders holding shares in physical form to get all their details updated in the Master Data.

Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We recommend and request you to furnish your details updated in the master data and submit the attached KYC Form to the Company at its Registered Office at Oswal Overseas Limited, 72, Ground Floor, Taimoor Nagar, New Delhi – 110065.

Shareholders holding shares in physical mode are accordingly advised to get in touch with any Depository Participant having registration with SEBI to open a Demat account and get their physical holding converted into dematerialized form. You may also visit web site of depositories viz., NSDL or CDSL for further understanding about the Demat procedure.

Assuring you of our best services.

Thanking you.
Yours faithfully,
For Oswal Overseas Limited
Sd/-
(Lalit Kumar)
Company Secretary& Compliance Officer

Encl.: KYC Form

OSWAL OVERSEAS LIMITED
CIN: L74899DL1984PLC018268
Registered Office: 72, Ground Floor, Taimoor Nagar, New Delhi– 110025
Phone: (011) 41064256, Fax: (011)26332465, Email: cs@oswaloverseasltd.com

KYC FORM

(Only for physical shareholding)

To
Secretarial Department
Oswal Overseas Limited
72, Ground Floor, Taimoor Nagar
New Delhi – 110065

Dear Sir/Madam,

I/ We furnish below our folio details along with PAN and Bank mandate details for updation and confirmation of doing the needful. I/ we are enclosing the self-attested copies of PAN cards of all the holders, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card as required for updation of the details:

Folio No.	
Address of the 1st named shareholder as per the share certificate	
Mobile No.	
E-Mail id	

Bank Account Details : (for electronic credit of unpaid dividends and all future dividends)	
Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Saving/ Current/ Cash Credit)	
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photocopy of a cheque for verification	
11 Digit IFSC Code	

	PAN No.	**Name**	**Signature**
First Holder :			
Joint Holder 1 :			
Joint Holder 2 :			

Date:
Place:
Note: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholder(s).