OSWAL OVERSEAS LIMITED

CIN: L74899DL1984PLC018268
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Email-id – cs@oswaloverseasltd.com, Website – www.oswaloverseasltd.com

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 **("the Act")** read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), and read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR")**, i**ncluding any statutory modification(s) or re-enactment thereof, for the time being in force,** for obtaining assent of the Shareholders of the Company by means of Postal Ballot and voting through electronic means **("Remote e-voting")** on the Resolutions set out in this Notice.

Pursuant to section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below for your consideration and the postal ballot form is annexed with this notice.

The Company has appointed Mrs. Vishakha Harbola, Practicing Company Secretary (Membership No. ACS 38782 and COP No. 14440), as Scrutinizer for conducting the voting including e-voting of postal ballot in a fair and transparent manner.

Voting through postal ballot/ remote E-Voting shall commence from **Monday, 9th March, 2020 at 9:00 A.M (IST) and end on Tuesday, 7th April, 2020 at 5:00 P.M (IST).** The scrutinizer's decision on the validity of votes shall be final. If a member votes via both modes, votes given via e-voting shall be finally considered by the scrutinizer.

Shareholders desiring to exercise their vote by postal ballot:
- Read carefully instructions given on the back side of postal ballot form.
- Send duly filled form to The Scrutinizer not later than **5:00 P.M. (IST) on 7th April, 2020**.

Shareholders desiring to exercise their vote by E-Voting:
- Read carefully instructions for E-voting given on the back side of postal ballot form.
- Voting shall be closed by NSDL on **7th April, 2020 at 5:00 P.M. (IST).**

The Scrutinizer after completing the scrutiny of postal ballot forms (Including E-Voting) will submit his report to the chairman on or before 9th **April, 2020** and results will be announced by the Chairman on or before **Thursday, 9th April, 2020.**

The results together with the scrutinizer's report will be posted on the Company's website viz. **www.oswaloverseasltd.com** and also on the website of the BSE Limited (Stock Exchange) viz. **www.bseindia.com**.

The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. till 5:00 p.m. on Monday, April 7, 2020.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), those shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

SPECIAL BUSINESS

1. **SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO FACE VALUE OF RS. 5/- PER SHARE**

To Consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution through postal ballot process:

"RESOLVED THAT pursuant to the provision of Section 61(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, approval of the members of the company be and is hereby accorded for the sub-division of each Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 2 (two) Equity Shares having a face value of Rs. 5/- (Rupees Five Only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (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 by the Board and as may be authorized by the Board in that behalf) for this purpose (herein after referred to as "**Record Date"**)."

"RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the authorised, issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date shall stand sub-divided into 2 (Two) equity shares of face value of Rs. 5/- (Rupees Five only) each from the Record Date without altering the aggregate amount of such capital and shall rank pari passu in all respects with and carry the same rights as to the existing fully paid equity share of Rs. 10/- (Rupees Ten Only) each of the company."

"RESOLVED FURTHER THAT on sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically stand cancelled and to be of no effect on and from the "Record Date" of sub-division and the Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu of such existing issued Share Certificate(s) within the prescribed time period as per the applicable provisions of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

"RESOLVED FURTHER THAT the Board, be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions."

2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

To Consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution through postal ballot process:

"RESOLVED THAT pursuant to Section 13 read with 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s or re-enactment(s) thereof for the time being in force) and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory authority(ies), approval of the Members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company relating to Capital by substituting with the following Clause V:

"The Authorised Capital of the Company shall be Rs. 36,00,00,000/- (Rupees Thirty Six Crores only) divided into:

- **i.** 5,20,00,000 (Five Crore Twenty lakh only) Equity Shares of Rs. 5/- each aggregating to Rs. 26,00,00,000/- (Rupees Twenty Six Crore Only); and
- **ii.** 1,00,00,000 (One Crore Only) Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore Only)

with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013 and the regulations of the Company and to vary, modify or abrogate in such manner as may for the time being be provided by the regulation of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (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 by the Board and as may be authorized by the Board in that behalf), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

3. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

To Consider, and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution through postal ballot process:

"RESOLVED THAT pursuant to the provisions of sections 4 &13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to the approval of the Registrar of Companies, Delhi ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, consent of the members of the Company be and is hereby accorded to amend the Clause III (A) of the Memorandum of Association of the company by inserting sub-clause 7:

7. To carry on the businesses of provider of transportation logistics services or cab service to any person, firm, company, body corporate or association of persons in India or abroad in relation to transport of persons and goods of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc, management of

warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology/ communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company.

"RESOLVED FURTHER THAT any Director of the Company, the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Sub-Clauses of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

By order of the Board of
Oswal Overseas Limited
Sd/-
Lalit Kumar
Company Secretary

Place: New Delhi
Date: 28.02.2020

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post. The company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
3. Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at an Extra Ordinary General Meeting of the shareholders of the company.
4. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed business reply envelope.
5. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on 28th February, 2020 (closing business hours). The notice will be displayed on the website of the Company (www.oswaloverseasltd.com) and website of NSDL.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on end of day of Friday, 28th February, 2020.
7. Mrs. Vishakha Harbola, Practicing Company Secretary (Membership No. ACS 38782 and COP No. 14440) has been appointed as the Scrutinizer to conduct the postal ballot and remote E-voting process in fair and transparent manner.
8. Postal ballot form can also be downloaded from the website of the company i.e. www.oswaloverseasltd.com or seek duplicate postal ballot form from the company.
9. **Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 5:00 P.M. on Tuesday, 7th April, 2020. Any postal ballot form received after the said date and time period shall be treated Invalid.**
10. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
11. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and / or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.
12. A Member cannot exercise his/her vote by proxy on postal ballot.
13. Members having any queries relevant to voting via postal ballot/E-Voting may mail to Company Secretary **cs@oswaloverseasltd.com** or Call at 011-41064256.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with:
    i. Our Registrar and Transfer Agent (RTA) "Beetal Financial & Computer Services Private Limited" or mail at beetal@beetalfinancial.com (If having shares in Physical Form)
    ii. their respective depository Participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
15. **The procedure and instructions for remote e-voting are as under:**
    1. **E-voting facility-**

    The instructions for shareholders voting electronically are as under:

    How do I vote electronically using NSDL e-Voting system?

    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

    Step 2: Cast your vote electronically on NSDL e-Voting system.

    Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishakahaharbola@outlook.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

SUB-DIVISION OF EQUITY SHARES AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

As the members are aware, the equity shares of your company are listed on the Bombay Stock Exchange.

With a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors in its meeting held on February 28, 2020 recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the company from 1 (One) equity share of Rs. 10/- [Rupees Ten only] each into 2 (two) equity shares of Rs. 5/- (Rupees Five only) each.

The aforesaid sub-division of equity shares of Rs. 10/- (Rupees Ten only) each into equity shares of Rs. 5/- (Rupees Five only) each would require amendment to existing Capital Clause V of the Memorandum of Association.

After approval of the resolutions set out at Item Nos. 1 and 2, the Board of Directors or Committee thereof will be fixed the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association.

The Board recommends the Resolutions at item No. 1 and 2 of this Notice, for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this postal ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

ITEM NO. 3

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your company intends to expand and diversify its present scope of operations which are related to the sugar industry and it is proposed to venture into new activities (as mentioned in resolution stated at Item No. 3 of the Notice) of which have good potential with respect to the future prospects of the company. The proposed alteration to the main objects of the memorandum of association shall enable the company to expand its activities and venture into new areas of business. The Board of Directors, at their meeting held on February 28, 2020 has approved the alteration Object Clause of Memorandum of Association of the Company. Hence, there is need to add one more sub-clauses i.e. sub-clauses 7.

The Board recommends the Resolutions at item No. 3 of this Notice, for approval of the Members as special resolution.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this postal ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

By order of the Board of Directors of
Oswal Overseas Limited

Sd/-
Lalit Kumar
Company Secretary

Place: New Delhi
Date: 28.02.2020