OSWAL OVERSEAS LIMITED

CIN: L74899DL1984PLC018268
Regd. Office – 72, Ground Floor, Taimoor Nagar, New Delhi – 110065
Ph. 011-41064256, Fax No. 011-26322664
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 Mr. Anuj Kumar Malik, Practicing Company Secretary (Membership No. ACS 42273 and CP No. 16061), 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 **Tuesday, 19th November, 2019 at 9:00 A.M (IST) and end on Wednesday, 18th December, 2019 at 5:00 P.M (IST).** The scrutinizer's decision on the validity of votes shall be final. If a member votes via both mode 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 18th December, 2019.

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 18th December, 2019 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 20th December, 2019 and results will be announced by the Chairman on or before Friday, 20th December, 2019.

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 date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority.

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. **TO RE-APPOINT MR. PARAMJEET SINGH AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS W.E.F. 31.03.2020**

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Paramjeet Singh (DIN: 00313352), as Managing Director of the Company for a next period of five years commencing from 31.03.2020 on the remuneration, terms and conditions as set out in the explanatory statement annexed to the notice of postal ballot (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any

Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Paramjeet Singh."

"RESOLVED FURTHER THAT pursuant to section 196(3)(a) of the Companies Act, 2013 and proviso mentioned therein, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Paramjeet Singh (Director Identification Number 00313352) after he attains the age of 70 years, as a Managing Director of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. TO RE-APPOINT MRS. RUCHI DAWAR AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS W.E.F 20.12.2019

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

"RESOLVED THAT pursuant the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Ms. Ruchi Dawar (DIN: 02845209) whose current period of office was expired on 1st November, 2019, and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Woman Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 2 (two) consecutive years on the Board of the Company for a term w.e.f. 20th December, 2019 upto 19th December, 2021."

3. TO APPOINT MR. RAKESH THAPAR AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS W.E.F. 11.11.2019

To consider and, if thought fit, to give assent or dissent to pass the following resolution as ordinary resolution through postal ballot process:

"RESOLVED THAT pursuant the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Rakesh Thapar (DIN: 07831240), who was appointed by Board as an Additional Independent Director of the company w.e.f. 11th November, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 2 (two) consecutive years on the Board of the Company for a term w.e.f. 11th November, 2019 upto 10th November, 2021."

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

Place: New Delhi
Date: 11.11.2019

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 15th November, 2019 (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, 15th November, 2019.
7. Mr. Anuj Kumar Malik, Practicing Company Secretary (Membership No. ACS 42273 and CP No. 16061) 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 Wednesday, 18th December, 2019. 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 csanujmalik@gmail.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

TO RE-APPOINT MR. PARAMJEET SINGH AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEAR W.E.F. 31.03.2020

Mr. Paramjeet Singh was appointed as a Managing Director of the Company w.e.f. 31.03.2015 for a period of five years whose tenure is going to expire on 30.03.2020. Considering the qualifications, skills, knowledge and experience in managing the affairs of the Company, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. Paramjeet Singh (DIN: 00313352) as Managing Director for the next period of Five years with effect from 31.03.2020 for the approval of the shareholders through Postal Ballot.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Paramjeet Singh, in terms of Section 196(3)(a) of the Companies Act, 2013 and proviso mention therein. During the proposed term of re-appointment, Mr. Paramjeet Singh will attain the age of seventy years on 6th December, 2024. The Special Resolutions under Item Nos. 1, once passed, shall also be deemed as your approval under the Listing Regulations 2015 and Companies Act, 2013, for continuation of Mr. Paramjeet Singh as Managing Directors beyond the age of seventy years.

He will be paid remuneration and perquisites as recommended by the Nomination and Remuneration Committee as detailed below, within the limits prescribed under sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013 subject to overall ceiling fixed under Schedule V part 2 section I and II of the Companies Act, 2013 amended from time to time.
The Company has received from Mr. Paramjeet Singh -

(i) consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and

(ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Terms & Conditions

1. **Period of Appointment:** Five Years with effect from 31st March, 2020.

2. **Remuneration** : In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Managing Director shall be paid the following remuneration:

(i) **Salary:** Nil

(ii) **Perquisites:** In addition to above, the Managing Directors shall be entitled to the following perquisites with an option to the Managing Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.

a. Reimbursement of Medical Expenses incurred for self and his family in accordance with the rules specified by the Company.

b. Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

c. Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

d. Personal accident insurance, group coverage for self/family as may be fixed by the Board from time to time.

Provision of Company's car for the use of Company's business and telephone at residence will not be considered as perquisites.

(iii) **Commission:** Nil

(iv) Remuneration in the event of loss etc.:

If the Company has no profit or inadequate profits, the remuneration shall also be the minimum remuneration payable to Mr. Paramjeet Singh, pursuant to the applicable provisions of Section 197 of the Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines there under."

The Resolution seeks the approval of members for the re-appointment of Mr. Paramjeet Singh as Managing Director of the Company pursuant to Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

Additional information in respect of Mr. Paramjeet Singh, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is provided under **Annexure 1.**

The Board recommends this Special Resolution for your approval.

Mr. Paramjeet Singh is interested in this Special Resolution. None of the other Directors or Key Managerial Personnel or their relatives are interested in the resolution. The members are requested to note, that Mr. Paramjeet Singh, Chairman and Managing Director, hold shares in the Company.

ITEM NO. 2:

TO RE-APPOINTMENT OF MRS. RUCHI DAWAR AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF TWO YEARS

Mrs. Ruchi Dawar first time was appointed as Woman Independent Director of the Company on 02.11.2018 for a term of One year upto 01.11.2019. The Board is of the view that the continued association of Ms. Ruchi Dawar would benefit the Company, given the knowledge,

experience and performance of Ms. Ruchi Dawar, and contribution to Board processes by him. Declaration has been received from Ms. Ruchi Dawar that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Ms. Ruchi Dawar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that she is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mrs. Ruchi Dawar, in terms of Section 149 of the Act.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Ms. Ruchi Dawar has been received by the Company, and consent has been filed by Mrs. Ruchi Dawar pursuant to Section 152 of the Act.

Mrs. Ruchi Dawar does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Additional information in respect of Mrs. Ruchi Dawar, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is provided under **Annexure 1.**

The Board recommends this Special Resolution for your approval.

Ms. Ruchi Dawar is interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

ITEM NO. 3:

TO APPOINT MR. RAKESH THAPAR AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS

Mr. Rakesh Thapar was appointed by the Board as an Additional cum Independent Director with effect from November 11, 2019. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Company has received a notice from a member proposing candidature of Mr. Rakesh Thapar, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Rakesh Thapar has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mr. Rakesh Thapar does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Additional information in respect of Mr. Rakesh Thapar, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is provided under **Annexure 1.**

The Board recommends this Ordinary Resolution for your approval.

Mr. Rakesh Thapar is interested in this Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

By order of the Board of Directors of
Oswal Overseas Limited

Sd/-
Lalit Kumar
Company Secretary

Place: New Delhi
Date: 11.11.2019

Annexure-1

Additional Information in respect of Appointment / Re-appointment of Managing Director and Independent Directors

Particulars	**Paramjeet Singh** **Managing Director**	**Mrs. Ruchi Dawar** **Woman Independent Director**	**Mr. Rakesh Thapar** **Independent Director**
Director Identification Number (DIN)	00313352	02845209	07831240
Date of Birth/ Age	06.12.1954 / 64	24.12.1983 / 35	29.07.1964 / 55
Qualification	LLB	M.BA, CS	B.Sc.
Experience	More than 35 years experience in various business including 20 years experience in sugar industry	13 years of professional experience	29 years in business operating and management
Date of First appointment on Board	01.08.2008	02.11.2018	11.11.2019
Shareholding in the Company	1808710	NIL	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	NIL	NIL	NIL
No. of Board Meetings attend during 2019-20 (out of 5 meetings held till 11.11.2019)	5	4*	NA
Directorship in other companies	1.RAJAN HOTELS PRIVATE LIMITED 2.GURU NANAK SUGAR INDUSTRIES LIMITED 3.MILESTONE PHARMA PRIVATE LIMITED 4.AMRIT RESTAURANTS AND HOTELS PRIVATE LIMITED 5.MOON RESTAURANT PRIVATE LIMITED 6.A.I.S. BUILDERS & DEVELOPERS PRIVATE LIMITED 7.MOON LAXMI COMMUNICATION PRIVATE LIMITED 8. HOTEL YAMUNAVIEW LIMITED	NIL	1.CREEPERS ESTATE CONSULTANTS PRIVATE LIMITED 2. ARISETOTAL INNOVATIVE EDUCATION PRIVATE LIMITED
Membership(s) / Chairmanship(s) of Board Committees of other companies	NIL	NIL	NIL

***** Mrs. Ruchi Dawar completes the tenure of one year on 01.11.2019 on the Board of the Company. She attends all 4 Board meetings held during 2019-20 till 01.11.2019**.**

Note: Committee memberships cover committee under the Companies Act, 2013 viz. Audit Committee, Stakeholders Relationships Committee, Nomination and Remuneration Committee and CSR Committee of Indian Companies.

OSWAL OVERSEAS LIMITED

CIN: L74899DL1984PLC018268
Regd. Office – 72, Ground Floor, Taimoor Nagar, New Delhi – 110065
Ph. 011-41064256, Fax No. 011-26322664
Email-id – cs@oswaloverseasltd.com, Website – www.oswaloverseasltd.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

❖ Name and Registered Address of the Sole/ First named Shareholders	
❖ Name(s) of the Joint Holder(s) (if any)	
❖ Registered Folio No. / Client ID/ DP ID No.*: (Applicable to dematerialized form)	
❖ No. of shares Held	

I/We hereby exercise my/our right to vote in respect of the following ordinary/ special resolution to be passed through postal ballot / e-voting for the business stated in the accompanying postal ballot Notice dated 11.11.2019 by conveying my/our assent/dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Sr. No.	Description	No. of shares held	I/We assent to the resolution (For)	I/We assent to the resolution (Against)
1.	**Special Resolution: TO RE-APPOINT MR. PARAMJEET SINGH AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS W.E.F. 31.03.2020**			
2.	**Special Resolution: TO RE-APPOINT MRS. RUCHI DAWAR AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS W.E.F 20.12.2019**			
3.	**Ordinary Resolution: TO APPOINT MR. RAKESH THAPAR AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS W.E.F. 11.11.2019**			

Place:

Date: **Signature of Shareholder/ Beneficial Owner**

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
112621		**Please follow notes No. 15**

Notes: Please read the instruction printed overleaf carefully before exercising your vote.

The E- Voting facility will be available during the following voting period:

Commencement of E-voting	End of e-voting
Tuesday, 19th November, 2019 (09:00 a.m. IST)	**Wednesday, 18th December, 2019 (05:00 p.m. IST)**

P.T.O.

Instructions:

1. In compliance with the provisions of Section 102 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-Voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure for e-Voting is enumerated in the Notes to the Postal Ballot Notice.
2. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to The Scrutinizer, Oswal Overseas Limited at 72, Ground Floor, Taimoor Nagar, New Delhi - 110065 in the attached postage stamped self addressed envelope. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned postal ballot form will be rejected.
6. Duly completed postal ballot form should reach the scrutinizer not later than 05:00 p.m. on Wednesday, December 18, 2019. Postal ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
7. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/authority to vote on the postal ballot. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut –off date which is Friday, November 15, 2019.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified at Sr. No. 6 above.
10. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).
12. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
13. The right of voting by Postal Ballot shall not be exercised by proxy.
14. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
15. The result of the Postal Ballot shall be announced on the Friday, December 20, 2019 at the Registered Office of Oswal Overseas Limited at 72, Ground Floor, Taimoor Nagar, New Delhi - 110065 and the same will be posted on the website of the Company at www.oswaloverseasltd.com along with the Scrutinizer's Report.