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

To,
The General Manager,
Corporate Relation Department,
BSE Limited,
P. J. Towers, Dalal Street Fort,
Mumbai- 400 001

January 13, 2021

Sub: Intimation of notice of postal ballot dated 07.01.2021 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is with reference to the captioned subject matter and in continuation to our letter dated January 07, 2021 with respect to the outcome of the meeting of the board of directors of Oswal Overseas Limited, we hereby enclosing a copy of our Postal Ballot Notice with explanatory statement.

Postal Ballot Notice sent to all the shareholders whose names appear in the register of members/ Register of beneficial owners maintained by the depositories/ Registrar & Share Transfer Agent as on 08th January, 2021 for seeking their consent on the agenda item listed in the Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. The voting through e-voting will commence on Friday, January 15, 2021 at 09:00 A.M. and ends on Saturday, February 13, 2021 at 05:00 P.M. (both days inclusive). The result of Postal Ballot would be announced on or before February 15, 2021 by 05:00 P.M.

The above information is also available on the website of the company i.e. www.oswaloverseasltd.com.

This is for your information and record.

Thanking you,
Yours Faithfully
For Oswal Overseas Limited

OSWAL OVERSEAS LIMITED New Delhi

Lalit Kumar
Company Secretary & Compliance Officer

Place: New Delhi

OSWAL OVERSEAS LIMITED

CIN: L74899DL1984PLC018268
Regd. Office – 98A, Second Floor, Namberdar Estate,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 108 &110 of the Companies Act, 2013 **("the Act")** read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), and other applicable provisions of the Act and Rules made thereunder and the General Circular No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No.22/2020 dated 15th June 2020, No. 33/2020 dated 28th September, 2020 and No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR")**, the resolutions appended below are proposed for approval of the shareholders of the Company through postal ballot only by remote e-voting process ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on January 07, 2021, appointed Mrs. Shilpi, Proprietor of Shilpi & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process **not later than 17:00 Hours IST on Saturday, February 13, 2021** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Voting through remote E-Voting shall commence from **Friday, January 15, 2021 at 9:00 A.M (IST) and end on Saturday, February 13, 2021 at 5:00 P.M (IST).**

The Scrutinizer after completing the scrutiny of E-Voting will submit his report to the chairman on or before 15th February, 2021 and results will be announced by the Chairman on or before **Monday, February 15, 2021.**

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 e-voting i.e. Saturday, February 13, 2021.

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

SPECIAL BUSINESS

1. **TO CANCEL UNISSUED EQUITY SHARE CAPITAL AND TO INCREASE THE PREFERENCE SHARE CAPITAL IN AUTHORISED SHARE CAPITAL**

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 section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article of Articles of Association of the Company, the approval of shareholders be and hereby granted to cancel the equity share capital of Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 3,00,00,000 (Three Crore Only) equity shares of Rs. 5 each (Rupees Five Only) out of authorized share capital which have not been taken or agreed to be taken up by any person, and to increase the preference share capital by Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) preference shares of Rs. 10 each (Rupees Ten Only) in place of cancelled equity shares capital without increasing the total authorised share capital and the existing Clause V of the Memorandum of Association of the Company be altered accordingly 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.** 2,20,00,000 (Two Crore Twenty lakh only) Equity Shares of Rs. 5/- each aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crore Only); and
- **ii.** 2,50,00,000 (Two Crore Fifty Lakh Only) Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five 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."

2. TO ISSUE THE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

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 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 upto 1,50,00,000 Non-Convertible Redeemable Preference Shares ('NCRPS') of Rs. 10/- (Rupees Ten Only) aggregating to Rs. 15,00,00,000/- (Rupees Fifteen 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 any time at company's option or shareholder's option.

"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
Sd/-
Lalit Kumar
Company Secretary & Compliance Oficer

Place: New Delhi
Date: 07.01.2021

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. The postal ballot notice is 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 Friday, 08th January, 2021 (closing business hours).
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at https://www.oswaloverseasltd.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Private Limited, 3rd Floor, Beetal House, 99, behind Local Shopping Centre, Madangir Village, Madangir, New Delhi, Delhi 110062 or mail at beetal@beetalfinancial.com.
   Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications during the calendar year 2020-21 and the Members may update their email address by sending the email at cs@oswaloverseasltd.com.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 8, 2021 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot by remote E-voting are deemed to have been passed at an Extra Ordinary General Meeting of the shareholders of the company.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, January 8, 2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged from CDSL. The procedure and instructions for remote e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "The procedure and instructions for remote e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Saturday, February 13, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Monday, February 15, 2021 and will also be displayed on the website of the Company (www.oswaloverseasltd.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Saturday, February 13, 2021 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to **cs@oswaloverseasltd.com.**
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. **General information and instruction relating to e-voting:**

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

(i) The voting period begins on 15th January, 2021 at 9.00 a.m. and ends on 13th February, 2021 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) i.e. 08th January, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Click on Shareholders /Members module.

(iv) 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.

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

(vi) 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.

(vii) 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).

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

(ix) 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.

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

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

(xii) 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.

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

(xiv) 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.

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

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

(xvii) 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.

(xviii) 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.

(xix) **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 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.

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

ITEM NO. 1

The Authorised share capital of the company is Rs. 36,00,00,000/- (Rupees Thirty Six Crore Only) divided into 5,20,00,000 equity shares of Rs. 5/- each (Rupees Five Only) aggregating to Rs. 26,00,00,000/- (Rupees Twenty Six Crore Only) and 1,00,00,000 redeemable preference shares of Rs. 10/- each (Rupees Ten Only) aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore Only).

Now the company is planning to issue the preference shares up to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) but the authorised preference shares capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) out of which Rs. 9,00,00,000/- (Rupees Nine crore only) is paid up preference share capital. To issue the preference shares company needs to increase the authorised preference share capital. The company has authorised equity share capital more than enough, therefore, company decide to cancel the unissued equity share capital and to increase the preference share capital in place of cancelled equity share capital. The cancellation of equity share capital shall not be deemed to be a reduction of share capital.

Total amount of authorised share capital of the company shall be remaining same after cancel the unissued equity share capital and increase the preference share capital of the company.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders

The Resolution requires consent of Members to cancel the unissued equity Share Capital and to increase the preference share capital in place of cancelled equity share capital and to amend the Clauses V of the Memorandum of Association of the Company.

Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 2

Presently the paid up share capital of the company is Rs. 15,46,10,500/- divided into equity share capital of Rs. 6,46,10,500/- and redeemable preference shares capital of Rs. 9,00,00,000/- 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. 15 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 Rule 14(2) of the Companies (Prospectus and Allotment) Rules, 2014 and the terms of issue of the NCRPS are as under:

<table>
<tr><td>a</td><td>the size of the issue and number of preference shares to be issued and nominal value of each share</td><td>1,50,00,000 (One Crore Fifty Lakh Only) Non-Convertible Redeemable Preference Share of Rs. 10/- (Rupees Ten Only) each for an amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) in one or more trench(s)</td></tr>
<tr><td>b</td><td>the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non – convertible</td><td>Non-cumulative, Non-participating, Non- Convertible Preference shares</td></tr>
<tr><td>c</td><td>the objectives of the issue;</td><td>To increase the net worth of the Company and for general corporate purposes</td></tr>
<tr><td>d</td><td>the manner of issue of shares and date of passing the Board resolution</td><td>Private Placement Basis
07.01.2021</td></tr>
<tr><td>e</td><td>the price at which such shares are proposed to be issued;</td><td>At par</td></tr>
<tr><td>f</td><td>the basis on which the price has been arrived at;</td><td>As per Valuation Report dated 07.01.2021</td></tr>
<tr><td>g</td><td>the terms of issue, including terms and rate of dividend on each share, etc.;</td><td>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</td></tr>
<tr><td>h</td><td>the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;</td><td>Redemption within 20 years at par at any time at the company's option or shareholder's option</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>9677900</td><td>74.89</td></tr>
<tr><td></td><td>Sub Total (A)</td><td>4</td><td>9677900</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>5</td><td>2287</td><td>0.01</td></tr>
</table></td></tr>
</table>

		(b)	Individuals	319	2325613	18.00
		(c)	Others	12	916300	7.09
			Sub Total (B)	336	3244200	25.11
			GRAND TOTAL (A)+(B)	340	12922100	100

B. Non-Convertible Redeemable Preference Shares

Category Code	Category of Shareholder	No. of shareholders	No. of shares held	% to Total Holding
(A)	Shareholding of Promoter and Promoter Group			
	Indian			
	Individuals/ HUF	6	90,00,000	100
	Sub Total (A)	6	90,00,000	100
(B)	Public Shareholding			
	Non institution			
(a)	Bodies Corporate	-	-	-
(b)	Individuals	-	-	-
(c)	Others	-	-	-
	Sub Total (B)	-	-	-
	GRAND TOTAL (A)+(B)	6	90,00,000	100

k	the expected dilution in equity share capital upon conversion of preference shares.	Nil, since the Non-Convertible Redeemable Preference Share are non-convertible
l	Payment Terms	The entire issue price of Rs. 10/- per NCRPS shall be payable upfront on application.
m	Variation in terms of NCRPS	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.
n	The basis or justification of for the price (including premium, if any) at which the offer or invitation is being made	Issuing at par, no premium – price decide as per Valuation report issued by Registered Valuer Issue price is Rs. 10/- (Rupees Ten Only) each
o	name and address of valuer who performed valuation	**Name -** Ajay Kumar Siwach (FCS, LLB, IP, RV, MBA) Registered Valuer **Address:** Flat no. 504, Rama Krishna Society Sector 2, Faridabad, Haryana - 121004
p	principle terms of assets charged as securities	N. A.

Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 2 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. 2 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.

By order of the Board of Directors of
Oswal Overseas Limited

Sd/-
Lalit Kumar
Company Secretary

Place: New Delhi
Date: 07.01.2021