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

Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Oswal Overseas Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modication or re-enactment thereof for the time being in force and as amended from time to time).

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 relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company, at its meeting held on Friday, November 12, 2021, appointed M/s. Dolly Sharma & Associates, Practicing Company Secretaries, (Membership No. ACS 38722 and CP No. 14605) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services Limited ("CDSL") as the agency to provide e-voting facility.

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 shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions 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 Friday, December 17, 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.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company or any person authorised by him after completion of scrutiny of the e-voting. The result of e-voting will be declared on or before **Sunday, December 19, 2021** and communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), "Beetal Financial & Computer Services (P) Limited" or "Registrar and Share Transfer Agent") and will also be displayed on the Company's website **www.oswaloverseasltd.com.**

SPECIAL BUSINESS:

Resolution No. 1 - Appointment of Ms. Priyanka Pal (DIN: 09389404) as an Woman Independent Director of the Company

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively, **Ms. Priyanka Pal (DIN: 09389404)**, who was appointed as an Additional Director in the capacity of Independent Director of the Company effective November 8, 2021 in terms of Section 161 of the Act, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Woman Independent Director of the Company for a term of one (1) year with effect from November 08, 2021 up to November 07, 2022 upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limit **AND THAT** she shall not be liable to retire by rotation during the above period of appointment."

Resolution No. 2 - Re-appointment of Mr. Rakesh Thapar (DIN: 07831240) as an Independent Director of the Company

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution:***

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively, Mr. Rakesh Thapar (DIN: 07831240), Independent Director of the Company, whose period of office expired on November 08, 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an

Independent Director of the Company for a term of five (5) years with effect from December 17, 2021 up to December 16, 2026, upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limit **AND THAT** he shall not be liable to retire by rotation during the above period of appointment."

By Order of the Board
For Oswal Overseas Limited

Sd/-
Mr. Lalit Kumar
Company Secretary & Compliance Officer

Date: November 12, 2021
Place: New Delhi

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as **on Friday, November 12, 2021**.
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 (P) Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 or mail at **beetal@beetalfinancial.com**.
5. 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 financial year 2021-22 and the Members may update their email address by sending the email at cs@oswaloverseasltd.com.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as **on Friday, November 12, 2021** will be considered for the purpose of e-voting.
7. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at Extra General Meeting of the shareholders.
8. 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, November 12, 2021.** A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, December 17, 2021** i.e., the last date specified for receipt of votes through the e-voting process.
10. 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@oswal.overseasltd.com.**
11. Members having any queries relevant to voting via postal ballot/E-Voting may mail to Company Secretary cs@oswaloverseasltd.comor Call at 011-41064256.

General information and instructions relating to e-voting

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

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

a. Commencement of e-voting – **9:00 A.M. (IST) on Thursday, November 18, 2021**

b. End of e-voting – **05:00 P.M. (IST) on Friday, December 17, 2021**

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of November 12, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

(i) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

(ii) Pursuant to above said SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM

i. The shareholders should log on to the e-voting website www.evotingindia.com.

ii. Click on "Shareholders" module.

iii. 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 - Myeasi using 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.

iv. Next enter the Image Verification as displayed and Click on Login.

v. 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.

vi. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders 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.
Dividend Bank	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.

Details OR Date of Birth (DOB)	• 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).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant Oswal Overseas Limited on which you choose to vote.

xi. 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.

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

xiii. 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.

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

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

xvi. 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.

xvii. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Note for Non – Individual Shareholders and Custodians –Remote Voting

- 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR REGISTARTION OF E-MAIL ID WITH THE COMPANY/RTA/DEPOSITORIES.

i. **Members holding shares in physical mode –** Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to visit portal of Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company at https://web.linkintime.co.in/EmailReg/Email_Register.html and update their respective email address by uploading the requisite documents thereat.

ii. **Members holding shares in dematerialised** mode who have not registered their e-mail address with their Depository Participants (s) are requested to register/update their e-mail address with the Depository Participant(s).

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.com or call on 022-23058542/43.

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Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution No. 1 - Appointment of Ms. Priyanka Pal (DIN: 09389404) as an Woman Independent Director of the Company

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee and the Board of Directors of the Company at their meeting held on November 08, 2021 had appointed Ms. Priyanka Pal (DIN: 09389404) as an Additional Director of the company pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") in the capacity of Independent Director w.e.f. November 08, 2021. Ms. Priyanka Pal holds office as an Additional Director up to the date of the next annual general meeting.

Pursuant to the provisions of Section 149, 152 of the Act read with the Rules made thereunder and Schedule IV to the Act, Ms. Priyanka Pal is proposed to be appointed as a Woman Independent Director of the Company for a term of 1 year effective November 08, 2021 not liable to retire by rotation.

In line with the Company's remuneration policy for Independent Directors, Ms. Priyanka Pal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received a declaration from Ms. Priyanka Pal confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Priyanka Pal to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Ms. Priyanka Pal to be appointed as an Independent Director.

In the opinion of the Board of Directors, Ms. Priyanka Pal fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Ms. Priyanka Pal setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@oswaloverseasltd.com.

Brief profile of Mr. Priyanka Pal, Independent Director of the Company, is given below:

Ms. Priyanka Pal (DIN: 09389404) aged about 30 years having experience of more than 6 years as Company Secretary and Compliance Officer. Presently, she is working with Vera Edu Infra Private Limited.

She qualified Company Secretary from The Institute of Company Secretaries of India in August, 2015. She also has done LLB in 2019, Post Gradation (M.com) in 2013 and Graduation (B.com) in 2011.

She has rich experience in the field of NBFC, Real Estate sector and Education Sector. She has ample knowledge of corporate laws, Accounting, Compliance, RBI, drafting etc.

Except Ms. Priyanka Pal whose appointment is proposed, none of the Directors and Key Managerial Personnel or their respective relatives is interested or concerned, financially or otherwise, in the resolution No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of an Ordinary Resolution.

Additional information in respect of Ms. Priyanka Pal pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) is given at Annexure A to this Notice.

Resolution No. 2 - Re-appointment of Mr. Rakesh Thapar (DIN: 07831240) as an Independent Director of the Company

Mr. Rakesh Thapar was appointed as Independent Director of the Company by the Board of Directors of the Company on 09th November, 2019 for a term of two years and approved by the shareholders in the general meeting. As per the said resolution, the term of appointment of Mr. Rakesh Thapar was up to November 08, 2021.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee and the Board of Directors of the Company at their meeting held on November 12, 2021 had re-appointed Mr. Rakesh Thapar (DIN: 07931240) as an Independent Director of the company for second term of five (5) years subject to approval of shareholders by way of Special Resolution.

In line with the Company's remuneration policy for Independent Directors, Mr. Rakesh Thapar will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received a declaration from Mr. Rakesh Thapar confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Rakesh Thapar to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Rakesh Thapar to be re-appointed as an Independent Director.

In the opinion of the Board of Directors Mr. Rakesh Thapar fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Rakesh Thapar setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@oswaloverseasltd.com.

Brief profile of Mr. Rakesh Thapar, Independent Director of the Company, is given below:

Ms. Rakesh Thapar has a rich experience of 31 years in Business Operation and Management. He is science Graduate. He started his career as system analyst in a reputed organization in Kuwait. Because of his inclination and acumen in the business, he turns back to India and started his manufacturing of footwear in 1990. He is a Public speaker also. He is well known for her courage and dedication to making a difference, both at the company level and in the lives of employees and customers.

Except Mr. Rakesh Thapar whose appointment is proposed, none of the Directors and Key Managerial Personnel or their respective relatives are interested or concerned, financially or otherwise, in the resolution No. 2.

The Board of Directors recommends the resolution at Item No. 2 for approval of the Members by way of a Special Resolution.

Additional information in respect of Rakesh Thapar pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

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Annexure – A

DETAILS OF DIRECTOR SEEKING APPOINTMENT & RE-APPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Resolution No.	**1**	**2**
Name of Director	**Ms. Priyanka Pal**	**Mr. Rakesh Thapar**
DIN	09389404	07831240
Date of Birth	12.06.1989	29.07.1964
Age	32 Years	57 Years
Nationality	Indian	Indian
Date of first Appointment	08.11.2021	09.11.2019
Qualifications	CS, LLB, M.com	B.Sc
Terms and conditions of appointment including Remuneration to be paid	Appointment as an Independent Director for a First term of one year, not liable to retire by rotation. She will be entitled for sitting fee for attending the Board/ Committee meetings, as approved by the Board.	Re-appointment as an Independent Director for a second term of five years, not liable to retire by rotation. He will be entitled for sitting fee for attending the Board/ Committee meetings, as approved by the Board.
Shareholding in Oswal Overseas Limited	NIL	NIL
Relationship with other Directors / KMPs	NIL	NIL
Directorships/ Committee Membership and Chairmanship held in other Listed Companies	NIL	CREEPERS ESTATE CONSULTANTAS PRIVATE LIMITED
No. of Board Meetings attended during the year	1	4