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 **Wednesday, 18th July, 2018 at 9:00 A.M (IST) and end on Thursday, 16th August, 2018 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 16th August, 2018.

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 CDSL on 16th August, 2018 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 18th August, 2018 and results will be announced by the Chairman on Saturday, 18th August, 2018.

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 CDSL viz. **www.cdslindia.com** besides being communicated to the BSE Limited (Stock Exchange).

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

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 4 &13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, consent of the members of the Company be and is hereby accorded to substitute the headings of Clause III (A) and Clause III (B) of the Memorandum of Association of Company in following manner:

III (A). "The objects to be pursued by the Company on its incorporation are: "

III (B). "Matters which are necessary for furtherance of the objects specified in clause III (A) are:".

***"RESOLVED FURTHER THAT** Clause III (A) of the Memorandum of Association of the company be altered by inserting sub-clause 3A after sub-clause 3 and inserting sub-clause 6A & 6B after sub-clause 6 :*

3A. To carry on the business of Distillers, Bottlers, Brewers, Blenders, Manufacturers and producers in all its branches, and to purchase, manufacture, produce, refine, import, export, sell and generally deal in Arrack, Indian made Foreign Liquors and liquors of every description, Alcohol and spirits such as Power Alcohol, Industrial Alcohol, Neutral Alcohol, Absolute Alcohol, Ethyl Alcohol, Amyl and Butyl Alcohols and ethanol and any type of potable or industrial or medical alcohol and Spirits like Rectified spirit, Denatured spirit, Methylated spirits and spirits of every description and wines, Prot-wines, Beer, Ale., Porter, Stout, Toddy, whether intoxicating or not, Aerated and other Mineral waters, soft drinks of every kind and description and in connection therewith to acquire, construct, operate factories for the blending of Arrack, manufacture of Alcohol and their products and byproducts and to acquire machinery for any of the above purposes.

6A. To purchase, manufacture, produce, boil, refine, prepare, import, export, sell and generally to deals in paper, fibre board, particle board, cattle feed, fertilizer, manure, Bio-earth, Wax, glass, road surfacing, oxygen, Carbon dioxide, flue gas or any other gases and/ or any products which can be made by use / partially use of by-products of sugar i.e. bagasse, Molasses, Press Mud/ Filter cake/ filter mud, bagasses Ash, Fly ash, whether for industry or medical purpose.

6B. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non conventional energy by Bio-Mass, bagasse, waste, Hydro, Thermal, Gas, Air, Solar, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.

***"RESOLVED FURTHER THAT** Clause III (B) of the Memorandum of Association of the company be altered by amend sub-clause 14 as follow:*

14. Subject to the provisions of Companies Act, 2013 including any statutory modifications or re-enactment thereof, for the time being in force and rules framed thereunder to accept deposit, to borrow, raise or secure the payment of money in such manner as the Company shall think fit or by the issue of debentures, debenture stock, perpetual or otherwise, mortgage of any other securities charged, or bases upon the undertaking of the Company, both present and future, including the uncalled capital of the Company or without any such security and upon such terms as to priority or otherwise and generally to borrow money in such manner as the directors shall think fit.

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

2. To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 500 Crores

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 in supersession of all the earlier Resolutions passed in this regard, consent of the Company be and is hereby accorded, pursuant to Sections 179, 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars issued including any statutory modification or re-enactment thereof for the time being in force, to the Board of Directors of the Company (hereinafter referred to as the Board) which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for borrowing from time to time, any sum or sums of money for the purposes of the Company, upon such terms and conditions and with or without security, as the Board may in its discretion think fit, notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the sums already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed **Rs. 500 Crores** (Rupees Five Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

3. To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings upto Rs.500 Crores.

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, in pursuance to the limits stated above and the provisions of Section 180(1)(a) of the Companies Act, 2013 along with the Statutory amendments thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company, to create charges, mortgages and / or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, *pari-passu*, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loans(s) (in Foreign currency and / or rupees) and / or debentures (convertible / non-convertible / secured / unsecured) and / or securities in the nature of debt instruments issued / to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed **Rs. 500 Crores** (Rupees Five Hundred Crores Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

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

Place: New Delhi
Date: 13.07.2018

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 CDSL 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 13th July, 2018 (closing business hours). The notice will be displayed on the website of the Company (www.oswaloverseasltd.com) and website of CDSL.
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, 13th July, 2018.
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 Thursday, 16th August, 2018. 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 "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:**

A. i. The voting period begins on Wednesday, 18th July, 2018 at 9:00 A.M (IST) and end on Thursday, 16th August, 2018 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 i.e. 13th July, 2018 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.

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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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 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 digit 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 which is printed on Postal Ballot / Attendance Slip indicated 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 (iv).

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 for the relevant Company i.e Jindal Photo 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 changed 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 or 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 Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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.

xx. In case you have any queries or issues regarding e-voting, 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.

B. For members who receive the notice of postal ballot in physical form :

i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes. Please refer instructions below for more details.

ii. Members may opt for e-voting. Please follow all steps from SI. No. A (i) To SI. No. A (xx) above, to cast vote.

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

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

This is to inform the members that there is need to alter the object clause of Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of Clause III(A) and III (B) are recommended for change.

Your company intends to expand and diversify its present scope of operations which are related to the sugar industry and it is proposed to venture into new activities (as mentioned in resolution stated at Item No. 1 of the Notice) of which have good potential with respect to the future prospects of the company. The proposed alteration to the main objects and objects ancillary or incidental to the attainment of the main objects of the memorandum of association shall enable the company to expand its activities and venture into new areas of business. The Board of Directors, at their meeting held on 13.07.2018 has approved the alteration of Memorandum of Association of the Company. Hence, there is need to add three more sub-clauses i.e. sub-clauses 3A after sub-clause 3 and sub-clause 6A & 6B after sub-clause 6.

Your directors hereby recommend resolution set out in Item No. 1 for member's approval as special resolution.

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

ITEM NO. 2:

TO INCREASE THE BORROWING LIMIT U/S 180(1)(C) OF THE COMPANIES ACT, 2013 UPTO RS. 500 CRORES

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose).

Considering the Company's future growth plans, both organic & inorganic, it is necessary to obtain the approval of the members for borrowing monies in excess of the aggregate of the paid-up capital of the Company and its free reserves and to secure the re-payment upto Rs. 500 Crores thereof. In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 2 of the Postal Ballot Notice.

In terms of the provisions of Section 110 of the Companies Act, 2013, read with the Rules issued thereto, the approval for increase in the limits U/s 180(1)(c) is required to be obtained by Postal Ballot. Accordingly, the approval of the shareholders for the same is sought in this manner.

Your directors hereby recommend resolution set out in Item No. 2 for member's approval as special resolution.

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

ITEM NO. 3:

TO CREATE CHARGES / MORTGAGES ON, OR SELL OR OTHERWISE DISPOSE OF THE MOVEABLE AND IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UPTO RS.500 CRORES

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding **Rs. 500 Crores** thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves. In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 3 of the Postal Ballot Notice.

In terms of the provisions of Section 110 of the Companies Act, 2013, read with the Rules issued thereto, the approval of the shareholders for the same is sought by means of a Special Resolution.

Your directors hereby recommend resolution set out in Item No. 3 for member's approval as special resolution.

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

By order of the Board of Directors of
Oswal Overseas Limited

Sd/-
Lalit Kumar
Company Secretary

Place: New Delhi
Date: 13.07.2018

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)

1. Name and Registered Address of the Sole/ First named Shareholders	
2. Name(s) of the Joint Holder(s) (if any)	
3. Registered Folio No. / Client ID/ DP ID No.*: (Applicable to dematerialized form)	
4. 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 13.07.2018 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 alter the object clause of the Memorandum of Association of the company**			
2.	**Special Resolution: To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 500 Crores**			
3.	**Special Resolution: To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings upto Rs.500 Crores**			

Place:

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

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD
180713019		**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
Wednesday, 18th July, 2018 (09:00 a.m. IST)	**Thursday, 16th August, 2018 (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 Thursday, August 16, 2018. 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, July 13, 2018.
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 Saturday, August 18, 2018 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.