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,

Date: April 09, 2020

The General Manager,
Department of Corporate Services
BSE Limited,
P. J. Towers, Dalal Street
Mumbai – 400001

Sub: Declaration of Result of Postal Ballot and Disclosure in terms of Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution and Ordinary Resolution as set out in the Postal Ballot Notice dated 28th February, 2020 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions together with the explanatory statements annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self-addressed envelope or through e-voting was Wednesday, April 7, 2020.

No postal ballots forms was received till March 22, 2020. In wake of the COVID19 Pandemic, the registered office of the Company went under complete lockdown and the Company had adopted work from home policy since March 23, 2020. Thus, postal ballot forms, if any received during the period from March 23, 2020 to April 7, 2020 could not be considered and reported.

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Mrs. Vishakha Harbola, Proprietor of M/s Vishakha Harbola & Associates, Practicing Company Secretary, Delhi, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted his Report dated 09th April, 2020 and on the basis of the Report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the Resolutions as set out in the Postal Ballot Notice dated 28th February, 2020 have been duly passed by the Members of the Company with the requisite majority.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated April 9, 2020 for your kind reference.

The said Postal Ballot result will be displayed at the website of the Company i.e. www.oswaloverseasltd.com.

The details of the voting results of the resolution passed through Postal Ballot process (including e- voting) is reproduced hereunder:

1.	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	 February 28, 2020 April 09, 2020
2.	Last date of receipt of postal ballot forms and e-voting	April 07, 2020
3.	Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos - Beneficiary Position).	334 Equity Shareholders (As on February 28, 2020)
4.	No. of shareholders present in the meeting either in person or through proxy	Not Applicable
	Promoters and Promoter Group:	
	Public:	
5.	No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
	Promoters and Promoter Group:	

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	Public:	
6.	Mode of voting	Through Physical Postal Ballot Forms and e-voting Process

In view of the above, the resolutions contained in the Postal Ballot Notice dated February 28, 2020 have been duly passed with requisite majority.

This is for your information and record.

Thanking You,
Yours' faithfully
For OSWAL OVERSEAS LIMITED

OSWAL OVERSEAS LTD New Delhi

(LALIT KUMAR)
COMPANY SECRETARY

Encl.: As above

Regd. Office : 72, Taimoor Nagar, Opp. New Friends Colony, New Delhi - 110025
Phone : 011-26332465 Fax : 011-26322664
E-mail : info@oswaloverseasltd.com

Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Mode of Voting: Postal Ballot and E-voting

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Sub-Division of Equity Shares from the Face Value of Rs. 10/- Per Share to Face Value of Rs. 5/- Per Share				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	4838950	1808710	37.3782	1808710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4838950	1808710	37.3782	1808710	0	100.0000	0.0000
Public- Institutions	**E-Voting**	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	**E-Voting**	1622100	350	0.0216	350	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1622100	350	0.0216	350	0	100.0000	0.0000
Total		6461050	1809060	27.9995	1809060	0	100.0000	0.0000
						Whether resolution is Pass or Not.	Yes	

*Votes cast by the Members of the Company by means of the Postal Ballot, if any from 23rd March, 2020 till 07th April, 2020 are not considered due to complete lockdown situation prevailing in the Delhi and in the Country.



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Capital Clause of Memorandum of Association of Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4838950	1808710	37.3782	1808710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4838950	1808710	37.3782	1808710	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1622100	350	0.0216	350	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1622100	350	0.0216	350	0	100.0000	0.0000
Total		6461050	1809060	27.9995	1809060	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

* Votes cast by the Members of the Company by means of the Postal Ballot, if any from 23rd March, 2020 till 07th April, 2020 are not considered due to complete lockdown situation prevailing in the Delhi and in the Country.



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Object Clause of Memorandum of Association of Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4838950	1808710	37.3782	1808710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4838950	1808710	37.3782	1808710	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1622100	350	0.0216	350	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1622100	350	0.0216	350	0	100.0000	0.0000
Total		6461050	1809060	27.9995	1809060	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

* Votes cast by the Members of the Company by means of the Postal Ballot, if any from 23rd March, 2020 till 07th April, 2020 are not considered due to complete lockdown situation prevailing in the Delhi and in the Country.



SCRUTINIZER'S REPORT

[Pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s. Oswal Overseas Limited,
72, Ground Floor, Taimoor Nagar, New Delhi - 110065

Dear Sir,

I, Vishakha Harbola, Proprietor of M/s Vishakha Harbola & Associates, Company Secretaries, New Delhi at K- 40, Second Floor, B.K. Dutt Colony, Near Jor Bagh, New Delhi – 110003, was appointed as Scrutinizer by the Board of Directors of M/s. **Oswal Overseas Limited** (the Company) for the purpose of scrutinizing voting through postal ballot including e-voting process, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through postal ballot including electronic means (by remote e-voting) on the resolutions proposed in postal ballot notice of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through Postal Ballot and by electronic means are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated physically for voting by use of postal ballots received by the company at the Regd. Office address of the Company.

2. In accordance with the Postal Ballot Notice sent to the shareholders of the Company dated February 28th, 2020 and the 'Advertisement' published in Newspapers (Business Standard (English and Hindi) dated March 09th, 2020 pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the voting through postal ballot and remote e-voting opened at 09:00 A.M. on March 09th, 2020 and remained open till 5:00 P.M on April 07th, 2020.

3. The Equity Shareholders holding shares as on February 28th, 2020, were entitled to vote on the resolutions stated in the Postal Ballot Notice of the Company.

Vishakha Harbola and Associates CS MEM No. 38782 COP NO. 14440 New Delhi

4. That No envelope containing postal ballots forms was received at Regd. Office of the Company till March 22, 2020. In wake of the COVID19 Pandemic, the registered office of the Company went under complete lockdown and the Company had adopted work from home policy since March 23, 2020. Thus, postal ballot forms, if any received during the period from March 23, 2020 to April 7, 2020 could not be considered and reported.

5. The votes on remote e-voting were unblocked at around 05:30 P.M. on 07th April, 2020, after the closure of voting by the NSDL in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of National Securities Depository Limited (NSDL) (www.evoting.nsdl.com) and the same will be handed over to the Chairman.

6. The total votes cast in favour or against on all the resolutions proposed in the Postal Ballot Notice are as under:

Special Business

a) Resolution-1: Ordinary Resolution

Sub-Division of Equity Shares from the Face Value of Rs. 10/- Per Share to Face Value of Rs. 5/- Per Share

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

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

Vishakha Harbola and Associates
MEM No. 38782
COP NO. 14440

powers conferred by the Board and as may be authorized by the Board in that behalf) for this purpose (herein after referred to as "Record Date").

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

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

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

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	13	1809060	100
Voting by postal ballot	0	0	0
Total	13	1809060	100

Vishakha Harbola and Associates
CS
MEM No. 38782
COP NO. 14440
New Delhi

(ii) Voted **against** the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	-	-	0
Voting by postal ballot	-	-	0
Total	-	-	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

b) Resolution-2: Ordinary Resolution

Alteration of Capital Clause of Memorandum of Association of Company

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

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

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

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

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

Vishakha Harbola and Associates CS MEM No. 38782 COP NO. 14440 New Delhi

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."

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	1809060	100
Voting by postal ballot	0	0	0
Total	13	1809060	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	0
Voting by postal ballot	-	-	0
Total	-	-	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

c) Resolution-3: Special Resolution

Alteration of Object Clause of Memorandum of Association of Company

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

Vishakha Harbola and Associates CS MEM No. 38782 COP NO. 14440 New Delhi

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

"To carry on the businesses of provider of transportation logistics services or cab service to any person, firm, company, body corporate or association of persons in India or abroad in relation to transport of persons and goods of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc, management of warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology/ communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company."

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

Vishakha Harbola and Associates
CS
MEM No. 38782
COP NO. 14440
New Delhi

(i) Voted in favour of the resolution:

Mode of voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	1809060	100
Voting by postal ballot	0	0	0
Total	13	1809060	100

(ii) Voted against the resolution:

Mode of Voting	Number of members of voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	0
Voting by postal ballot	-	-	0
Total	-	-	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Thanking You,

Yours Faithfully

For M/s. Vishakha Harbola & Associates,
New Delhi

Vishakha Harbola and Associates
CS
MEM No. 38782
COP NO. 14440
New Delhi

CS Vishakha Harbola
Proprietor
Practicing Company Secretary

COP No: 14440
Mem. No.: A- 38782
UDIN: A038782B000149992

Date: April 09th, 2020
Place: New Delhi

Witness 1. Ashok
Mr. Ashok Maikoo
7042655576

Witness 2. Himanshu
Mr. Himanshu Hardia
9818993836