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

Sub: Declaration of result of Postal Ballot process

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 as set out in the Postal Ballot Notice dated 13th July, 2018 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 Thursday, 16th August, 2018. Mr. Anuj Kumar Malik, Proprietor of M/s Malik Anuj and Company, Practicing Company Secretaries, 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 18th August, 2018 and basis 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 13th July, 2018 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 18.08.2018 for your kind reference.

The said Postal Ballot result will be displayed at the registered office of the company and on 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:

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

1.	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	 13th July, 2018 18th August, 2018
2.	Last date of receipt of postal ballot forms and e-voting	16th August, 2018
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).	330 Equity shareholders (As on Friday, 13th July, 2018)
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:	
	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 13th July, 2018 have been duly passed with requisite majority on 16th August, 2018 i.e. the last date of e-voting and receipt of Postal Ballot forms.

This is for your information and record.

Thanking You,
Yours Sincerely,
For Oswal Overseas Limited

OSWAL OVERSEAS LTD. New Delhi

Lalit Kumar
Company Secretary & Compliance Officer

Date: 18.08.2018
Place: New Delhi

Encl.: as above

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To alter the object clause of the Memorandum of Association of the 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						
	Poll							
	Postal Ballot (if applicable)		1808710	37.3782	1808710	0	100.0000	0.0000
	Total	**4838950**	**1808710**	**37.3782**	**1808710**	**0**	**100.0000**	**0.0000**
Public- Institutions	**E-Voting**							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	**E-Voting**	1622100	100	0.0062	100	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)		600	0.0370	600	0	100.0000	0.0000
	Total	**1622100**	**700**	**0.0432**	**700**	**0**	**100.0000**	**0.0000**
Total		**6461050**	**1809410**	**28.0049**	**1809410**	**0**	**100.0000**	**0.0000**

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	300



Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 500 Crores				
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						
	Poll							
	Postal Ballot (if applicable)		1808710	37.3782	1808710	0	100.0000	0.0000
	Total	**4838950**	**1808710**	**37.3782**	**1808710**	**0**	**100.0000**	**0.0000**
Public- Institutions	**E-Voting**							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	**E-Voting**	1622100	100	0.0062	100	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)		600	0.0370	600	0	100.0000	0.0000
	Total	**1622100**	**700**	**0.0432**	**700**	**0**	**100.0000**	**0.0000**
Total		**6461050**	**1809410**	**28.0049**	**1809410**	**0**	**100.0000**	**0.0000**

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	300



Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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						
	Poll							
	Postal Ballot (if applicable)		1808710	37.3782	1808710	0	100.0000	0.0000
	Total	**4838950**	**1808710**	**37.3782**	**1808710**	**0**	**100.0000**	**0.0000**
Public- Institutions	**E-Voting**							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	**E-Voting**	1622100	100	0.0062	100	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)		600	0.0370	600	0	100.0000	0.0000
	Total	**1622100**	**700**	**0.0432**	**700**	**0**	**100.0000**	**0.0000**
Total		**6461050**	**1809410**	**28.0049**	**1809410**	**0**	**100.0000**	**0.0000**

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	300



MALIK ANUJ & COMPANY
Company Secretaries
Mob. No. +91-9720343132, Email-id - csanujmalik@gmail.com

Report of Scrutinizer

[Pursuant to rule section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014 read with rule 20 of the Companies (Management and Administration) Rules, 2014]

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

Sub: Scrutinizers' Report on postal ballot and e-voting conducted in pursuant to section 110 of the Companies Act, 2013 and rule 22 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I Anuj Kumar Malik, Practicing Company Secretary, Proprietor of Malik Anuj & Company, was appointed as Scrutinizer(s) by the Board of Directors of the Oswal Overseas Limited, in their meeting held on 13.07.2018, having Registered Office at 72, Ground Floor, Taimoor Nagar, New Delhi-110065, submit our report as under:

1. The e-voting period remained open from Wednesday, 18th July, 2018 at 9:00 a.m. to Thursday, 16th August, 2018 at 5:00 p.m.

2. The Physical postal ballots were received up to Thursday, 16th August, 2018 at 5:00 p.m. through self-addressed business reply envelopes.

3. I have scrutinized the physical ballot forms and e-voting and votes tendered therein as mentioned in the register, in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

4. The shareholders holding shares in either in physical form or in dematerialised as on the "cut off" date i.e. 13th July, 2018 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 13th July, 2018.

5. The Postal ballot forms are kept under my safe custody in sealed and tamper-proof ballot boxes, before commencing the scrutiny of such postal ballot forms.

ANUJ KUMAR MALIK * C.P. No.-16061 NEW DELHI * COMPANY SECRETARY IN PRACTICE

MALIK ANUJ & COMPANY
Company Secretaries
Mob. No. +91-9720343132, Email-id - csanujmalik@gmail.com

6. The Postal Ballot forms were opened in my presence and scrutinized and the shareholding was matched with the Register of the Members of the Company.

7. Thereafter, the details containing inter-alia list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) by using the scrutinizer's Login Id and Password on 17th August, 2018.

8. I did not find any defected or mutilated ballot paper.

9. A summary of the Postal Ballot forms received and e-voting for the below mentioned resolutions is given as under:

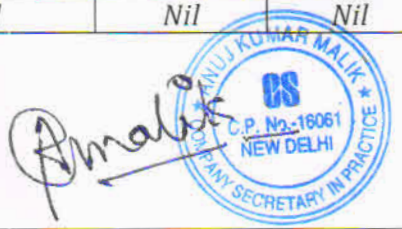
***Resolution No. 1:* Alteration of the object clause of the memorandum of association of the Company**

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

Number of members voted through E-Voting	*Number of votes casted(shares)-E-Voting*	*Number of members voted through Postal Ballot forms*	*Number of votes casted(shares)-Postal Ballot*	*Total number of votes casted through E-Voting and Postal Ballot*	*% of total number of valid votes casted*
2	*100*	*4*	*1809310*	*1809410*	*100*

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

Number of members voted through E-Voting	*Number of votes casted(shares)-E-Voting*	*Number of members voted through Postal Ballot forms*	*Number of votes casted(shares)-Postal Ballot*	*Total number of votes casted through E-Voting and Postal Ballot*	*% of total number of valid votes casted*
Nil	*Nil*	*Nil*	*Nil*	*Nil*	*Nil*



(iii) **Invalid** votes:

Number of Members	Number of shares
2	300

Resolution No. 2: **To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 500 Crores**

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

Number of members voted through E-Voting	*Number of votes casted(shares)-E-Voting*	*Number of members voted through Postal Ballot forms*	*Number of votes casted(shares)-Postal Ballot*	*Total number of votes casted through E-Voting and Postal Ballot*	*% of total number of valid votes casted*
2	*100*	*4*	*1809310*	*1809410*	*100*

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

Number of members voted through E-Voting	*Number of votes casted(shares)-E-Voting*	*Number of members voted through Postal Ballot forms*	*Number of votes casted(shares)-Postal Ballot*	*Total number of votes casted through E-Voting and Postal Ballot*	*% of total number of valid votes casted*
Nil	*Nil*	*Nil*	*Nil*	*Nil*	*Nil*

(i) **Invalid** votes:

Number of Members	Number of shares
2	300

Resolution 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.**

MALIK ANUJ & COMPANY
Company Secretaries
Mob. No. +91-9720343132, Email-id - csanujmalik@gmail.com

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

Number of members voted through E-Voting	*Number of votes casted(shares)-E-Voting*	*Number of members voted through Postal Ballot forms*	*Number of votes casted(shares)-Postal Ballot*	*Total number of votes casted through E-Voting and Postal Ballot*	*% of total number of valid votes casted*
2	*100*	*4*	*1809310*	*1809410*	*100*

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

Number of members voted through E-Voting	*Number of votes casted(shares)-E-Voting*	*Number of members voted through Postal Ballot forms*	*Number of votes casted(shares)-Postal Ballot*	*Total number of votes casted through E-Voting and Postal Ballot*	*% of total number of valid votes casted*
Nil	*Nil*	*Nil*	*Nil*	*Nil*	*Nil*

(i) **Invalid** votes:

Number of Members	Number of shares
2	300

10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

ANUJ KUMAR MALIK CS C.P. No.-16061 NEW DELHI COMPANY SECRETARY IN PRACTICE

Anuj Kumar Malik
Company Secretary
Membership No.- A42273
CP No.- 16061
Dated: 18th Day of August, 2018
Place: New Delhi