OSWAL OVERSEAS LIMITED

CIN-L74899DL1984PLC018268

(Sugar Division)

Village Aurangabad, Teh. Nawabganj, P.O.-Grem, Distt. Bareilly (U. P.) 243407

Phone : 05825-226551 (M) 09997300551-552, Fax : 05825-226763

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

Date: December 18, 2021

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 the General Circular No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) 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/ Ordinary Resolution as set out in the Postal Ballot Notice dated 12th November, 2021 only by remote e-voting process ("e-voting").

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice containing the Resolutions together with the explanatory statements annexed to the Notice to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Registrar and Share Transfer Agent (RTA) as on the cut-off date i.e. Friday, November 12, 2021 (closing business hours) and whose e-mail IDs was registered with the Company and Depositories, through electronic means only.

OSWAL OVERSEAS LIMITED New Delhi

Lalit

Regd. Office : 98-A, 2nd Floor, Namberdar Estate, Taimoor Nagar, New Delhi-110065
Phone : 011-41064256, 26332465 Fax : 011-26322664
E-mail : info@oswaloverseasltd.com

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The Company has also placed the Postal Ballot notice on the Company's website at https://www.oswaloverseasltd.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

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

The Scrutinizer has submitted her Report dated 18th December, 2021 and on the basis of the Report of the Scrutinizer on the voting done through e-voting by the Members, it is hereby declared that the Resolutions as set out in the Postal Ballot Notice dated November 12, 2021 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 e-voting. We are also enclosing Scrutinizer's Report dated December 18, 2021 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 by e-voting are reproduced hereunder:

1.	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	 November 12, 2021 December 18, 2021
2.	Last date of e-voting	December 17, 2021
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).	338 Equity Shareholders (As on November 12, 2021)
4.	No. of shareholders present in the meeting either in person or through proxy	

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	Promoters and Promoter Group:	Not Applicable
	Public:	
5.	No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
	Promoters and Promoter Group:	
	Public:	
6.	Mode of voting	e-voting Process

In view of the above, the resolutions contained in the Postal Ballot Notice dated November 12, 2021 have been duly passed with requisite majority.

This is for your information and record.

Thanking You,
Yours' faithfully
For Oswal Overseas Limited

OSWAL OVERSEAS LIMITED New Delhi

Lalit Kumar
Company Secretary & Compliance Officer

Place: New Delhi
Encl.: Scrutinizer's Report

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Priyanka Pal (DIN: 09389404) as an Woman Independent Director of the Company for one year				
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	9677900	3617420	37.3782	3617420	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	9677900	3617420	37.3782	3617420	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	3244200	898	0.0277	898	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	3244200	898	0.0277	898	0	100.0000	0.0000
Total		12922100	3618318	28.0010	3618318	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Lalit

OSWAL OVERSEAS LIMITED New Delhi

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Rakesh Thapar (DIN: 07831240) as an Independent Director of the Company for five years				
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	9677900	9677900	100.0000	9677900	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	9677900	9677900	100.0000	9677900	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	3244200	898	0.0277	898	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	3244200	898	0.0277	898	0	100.0000	0.0000
Total		12922100	9678798	74.9011	9678798	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	





Dolly Sharma & Associates
Company Secretaries
P-267, P-Block, Pratap Vihar, Ghaziabad
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Email: csdollysharma@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman
Oswal Overseas Limited
98A, Second Floor, Namberdar Estate,
Taimoor Nagar, New Delhi – 110065

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

Dear Sir,

I, Dolly Sharma, Proprietor of M/s. Dolly Sharma & Associates, Practicing Company Secretary (Membership No. A38722 and CoP No. 14605) was appointed as scrutinizer by the Board of Directors of **Oswal Overseas Limited** ("the Company") in their meeting held on Friday, November 12, 2021, for the purpose of the scrutinizing postal ballot which was conducted only through the remote E-voting process under the provision of Section 110 of the Companies Act, 2013 ("Act") read with rule 20 & rule 22 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolution(s) contained in the notice of the postal Ballot. Consent of members of the company was sought for the following Resolution as Follows:

(i) **Appointment of Ms. Priyanka Pal (DIN: 09389404) as a Woman Independent Director of the Company**

(ii) **Re-appointment of Mr. Rakesh Thapar (DIN: 07831240) as an Independent Director of the Company**

I submit my report as under -

1. I have given my consent to act as Scrutinizer vide letter dated November 12, 2021.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ('the Act'), and Rules made thereunder including MCA General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021 (the "MCA Circulars"), issued by the Ministry of Corporate

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Company Secretaries
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Affairs, Government of India (the "MCA") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including amendments thereof) with the Stock Exchanges, relating to postal ballot process conducted through electronic means.

3. Pursuant to the MCA Circulars the Members of the Company holding equity shares, as on the **"cut-off date" i.e., November 12, 2021** were entitled to vote on the proposed resolutions stated in the notice of the Postal Ballot dated November 12, 2021, through remote e-voting only.

4. The Company has also published an advertisement in the newspaper on November 18, 2021 in the Business Standard (English & Hindi Edition).

5. My responsibility as Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in Postal Ballot notice dated **November 12, 2021** based on the reports generated from the e-voting system provided by CDSL, the Authorized agency engaged to provide e-voting facilities, to the company.

6. The Company has extended the facility of remote e-voting to the Members, by authorizing Central Depository Services Limited (CDSL) as the Authorized Agency to provide remote e-voting facility. CDSL has provided a system for recording the votes of the shareholders electronically.

7. The remote e-voting period commenced from Thursday, November 18, 2021 (09.00 A.M.) and ended on Friday, December 17, 2021 (5.00 P.M.) at the e-voting Platform on the designated website of CDSL i.e. www.evotingindia.com. E-voting facility was blocked forthwith thereafter.

8. I monitored the process of electronic voting (i.e., remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website www.evotingindia.com.

9. The votes cast by the Members through the remote e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL's e-voting website www.evotingindia.com after the close of the remote e-voting period **i.e. 17:00 hours (IST) on Friday, December 17, 2021.**

10. Due to COVID-19 pandemic, physical ballot was not dispatched and provisions of MCA Circulars dated 8th April, 2020, 13th April, 2020, 15th June 2020, 28th September 2020, 31st December, 2020 and 23rd June, 2021 were adhered. Therefore neither the Company nor I have received any postal ballot(s).

Dolly Sharma & Associates
Company Secretaries
P-267, P-Block, Pratap Vihar, Ghaziabad
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11. After completion of e-voting, votes casted by the members, were unblocked by me in the presence of two witnesses, Ms. Geeta Sharma & Ms. Indu Sisodia who are not in the employment of the Company.

12. The remote e-voting report downloaded from the website of CDSL have been kept separately for the purpose of postal ballot.

13. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:

RESOLUTION NO. 1

Details of the Agenda	Appointment of Ms. Priyanka Pal (DIN: 09389404) as a Woman Independent Director of the Company for one year
Resolution required: (Ordinary/Special)	Ordinary
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting	E-voting

Voting Details

	No. of valid Votes in favor	No. of valid votes Against	Total valid Votes	% of valid Votes in Favor	% of valid Votes Against	No. of Invalid Votes
E-voting	3618318	0	3618318	100	0	0
Total	3618318	0	3618318	100	0	0

RESOLUTION NO.2

Details of the Agenda	Re-appointment of Mr. Rakesh Thapar (DIN: 07831240) as an Independent Director of the Company for five years
Resolution required: (Ordinary/Special)	Special
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting	E-voting

DOLLY SHARMA & ASSOCIATES · COMPANY SECRETARIES

Dolly Sharma & Associates

Company Secretaries
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Voting Details

	No. of valid Votes in favor	No. of valid votes Against	Total valid Votes	% of valid Votes in Favor	% of valid Votes Against	No. of Invalid Votes
E-voting	3618318	0	3618318	100	0	0
Total	3618318	0	3618318	100	0	0

Based on the forgoing all resolutions voted upon e-voting may be considered as carried by requisite majority.

I hereby confirm that I have maintained the registers received from the company both electronically and manually, in respect of the votes cast through E-voting by the equity shareholder of the company. The relevant records were sealed and will be handed over to the company secretary for safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

Yours Faithfully,
For Dolly Sharma & Associates

Witness 1: Geeta Sharma

Witness 2: INDU SISODIA
COMPANY SECRETARY IN PRACTICE

Dolly Sharma
Practicing Company Secretary
Membership No. A38722
COP No. - 14605
ICSI UDIN: A038722C001811900

Date: 18th December, 2021
Place: Ghaziabad