



**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S. ONE GLOBAL SERVICE PROVIDER LIMITED AT THEIR MEETING HELD ON MONDAY, 6<sup>th</sup> MARCH, 2023 AT REGISTERED OFFICE AT 1205-1206, 12TH FLOOR, RAHEJA CHAMBERS, 213, FREE PRESS JOURNAL MARG, NARIMAN POINT MUMBAI CITY 400021 OF THE COMPANY.**

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**RESOLUTION NO. -1**

**Approval of the Draft Scheme and the Valuation Report for Plus Care Internationals Private Limited with One Global Service Provider Limited**

**"RESOLVED THAT** pursuant to the provisions of section 230 to 232 of the Companies Act, 2013 and other applicable provision of Companies Act, 2013 if any, read with the Companies (Compromise, Arrangement, and Amalgamation) Rules, 2016 and other applicable rules if any. subject to the approval of the members/creditors/Lenders, stock exchanges, SEBI, National Company Law Tribunal (NCLT) and other necessary approvals, the Scheme of Amalgamation in terms of the draft produced at the meeting duly initialed by the Chairman for the purpose of identification, be and is hereby approved for amalgamation of the Plus Care Internationals Private Limited With One Global Service Provider Limited.

**FURTHER RESOLVED THAT** the valuation report on scheme of amalgamation is received from Mr. Anil Dad Partner of DDA & Co, Registered Valuer, Registration Number IBBI/RV/06/2022/15124 is placed before the board be and is hereby approved.

**FURTHER RESOLVED THAT** the Fairness Opinion Report on scheme of amalgamation is received from M/s. Monarch Network Capital Limited, a Category I Merchant Banker is placed before the Board be and is hereby approved.

**FURTHER RESOLVED THAT** report of the Audit Committee recommending the draft revised scheme, taking into consideration as placed before the board be and is hereby accepted and approved.

**FURTHER RESOLVED THAT** the report issued by Independent Director Committee of the company approving the draft revised scheme as placed before the Board, and initialed by the Chairman for the purposes of identification, be and is hereby accepted and approved.

**ONE GLOBAL SERVICE PROVIDER LIMITED**  
(Formerly known as Overseas Synthetics Limited)

CIN : L74110MH1992PLC367633

Telephone : 8657527323 Website : [www.1gsp.in](http://www.1gsp.in) E-mail : 1connect@1gsp.in

Registered Address : 1205-1206, 12th Floor, Raheja Chambers, 213, Free Press Journal Marg,  
Nariman Point, Mumbai 400021



**FURTHER RESOLVED THAT** BSE Limited be and is hereby chosen as designated stock exchange for the purpose of coordinating with SEBI.

**FURTHER RESOLVED THAT THAT** the certificate issued by M/s. S D P M & CO., Statutory Auditors of the Company certifying the pricing certificate as per SEBI (LODR) Regulation Pluscare International Private Limited

**FURTHER RESOLVED THAT** the certificate issued by M/s. S D P M & CO., Statutory Auditors of the Company certifying the accounting treatment contained in the draft Scheme is in compliance with all accounting standards, as placed before the Board, and initialed by the Chairman for the purposes of identification, be and is hereby accepted and approved.

**FURTHER RESOLVED THAT** Ms. Megha Kamal Samdani, Practicing Company Secretary is hereby authorized to appear before the National Company Law Tribunal, Mumbai Bench, Mumbai in this behalf and/or appoint any person on his behalf, to accept conditions as may be placed by the National Company Law Tribunal, Mumbai Bench, Mumbai during the course of hearing, receive the certified true copies of the order of National Company Law Tribunal, Mumbai Bench, Mumbai to file the same with the Registrar of Companies Mumbai, Maharashtra and to do representation with any Statutory/Regulatory Authorities like SEBI, BSE, Ministry of Corporate Affairs etc. and do all such deeds and things as may be necessary for the purpose including the signing, modification, alteration and filing of any connected application, documents, papers before the National Company Law Tribunal, Mumbai Bench, Mumbai and other authorities in this regard.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution any of the Director of the Company be and is hereby authorized severally to take all the necessary actions and steps on the behalf of the company, inter alia to ;

- Filing the Scheme and/or/any other information/details with the concerned Stock Exchanges, SEBI or any other regulatory authorities for approval in terms of provisions of the SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017.
- Obtaining the necessary approvals including but not limited to Shareholders, Creditors, Hon'ble NCLT, Stock Exchanges and other relevant authorities as maybe required to implement the Scheme;

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- Filing of application before the Hon'ble NCLT for direction for convening/dispensing meeting of the shareholders;
- Filing of application for convening/dispensing with the meeting of creditors;
- Filing of petition for confirmation of the Scheme by the Hon'ble NCLT;
- Engaging and instructing advocates and if considered necessary, also engage
- Services of counsel(s), other concerned authority(ies), declare and file pledging, reports and sign and issue public advertisements and notices;
- To take all such steps as may be necessary for the implementing the Scheme, Including but not limited to, prepare, sign and file application, notices, petitions for Confirmation of the Scheme by the Stock Exchanges, at Hon'ble NCLT and any other Statutory/Regulatory Authorities, to sign vakalats, to file affidavits, convening the Meetings of holders of equity and if necessary, the creditors, publication of statutory Notices and other advertisements, to obtain such other orders of the Hon'ble NCL T As may be necessary, for effecting the Scheme and for that purpose to sign on behalf Of the Company such documents as may be necessary”.

**For, One Global Service Provider Limited**  
**(Previously known as Overseas Synthetics Limited)**

*Sanjay Sanjay*  
**Sanjay Lalbhadur Upadhaya**  
**Managing Director**  
**DIN: 07497306**



**Date: 06.03.2023**  
**Place: Mumbai**

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