

Notice of 28th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 28th (TWENTY EIGHTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF ONE GLOBAL SERVICE PROVIDER LIMITED (FORMERLY KNOWN AS OVERSEAS SYNTHETICS LIMITED) WILL BE HELD ON WEDNESDAY, 23rd DECEMBER, 2020, AT 11.00 A.M. IST THROUGH VIDEO CONFERENCING/OTHER AUDIT VISUAL MEANS (VC) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To consider, approve and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2020 together with the Reports of the Board and Auditor's thereon:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial year ended March 31, 2020, together with the Reports of the Board and Auditors thereon laid before the Members, be and are hereby considered and adopted."

2. **To re-appoint Mr. Sanjay Lalbhadur Upadhaya (DIN: 07497306) who retires by rotation as a Director of the Company and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any re-enactment(s) or modification(s), thereof for the time being in force), Mr. Sanjay Lalbhadur Upadhaya (DIN: 07497306), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as an Executive Director of the Company."

SPECIAL BUSINESS:

3. To consider and approve the Shifting of Registered Office of the Company from one State to another State i.e. from Gujarat to Maharashtra.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra.

RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in the state of Maharashtra.”

RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Gujarat to the State of Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vijay Nanaji Dhawangale, Managing Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required in this matter.”

4. To Appoint Mr. Jayesh Kulkarni (DIN- 08117511) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant

to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jayesh Kulkarni (DIN: 08117511), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 15th September, 2020 upto 14th September, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company secretary be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution.”

5. To Appoint Mr. Yogesh Khadikar (DIN- 03037528), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Yogesh Khadikar (DIN: 03037528), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 15th September, 2020 upto 14th September, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company secretary be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution.

6. To Appoint Ms. Megha Kamal Samdani (DIN- 08956059), as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Megha Kamal Samdani (DIN- 08956059), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 10th November, 2020 up to 9th November, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company secretary be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution.

7. **To Appoint Mrs. Manjeet Sanjay Mehta (DIN: 07598290) as a Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Manjeet Sanjay Mehta (DIN: 07598290) who was appointed as an Additional Director of the Company w.e.f. 30th July, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting, at remuneration decided by the Board from time to time;

RESOLVED FURTHER THAT, the Board of Directors of the Company and/or the Company secretary be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution.”

8. **Reclassification of Members of Promoter/Promoter Group to the Public Shareholder Category**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI(listing Obligations & Disclosure Requirements) Regulations 2015 (“SEBI LODR”) including any amendments made thereto and pursuant to other applicable laws (including any statutory modifications or reenactments thereof for the time being in force) and subject to necessary approvals from the Stock Exchange and other appropriate authorities, as may be necessary, consent of members of the Company be and is hereby accorded for the reclassification of following Promoters from the “Promoter and Promoter Group” category to the “Public shareholders” category of the Company with below mentioned holdings :

S No	Name of identified Promoter/Promoter Group to be reclassified as "Public Shareholders"	Number of shares held as on 15 th September, 2020
1.	Mr. Kamal Aggarwal	NIL
2.	Ms. Minal Aggarwal	NIL
3.	Mr. Naresh Goyal	NIL
4.	Mrs. Shubharangana Goyal	NIL
5.	Mr. Navdeep Goyal	NIL

RESOLVED FURTHER THAT in supersession of any provision, their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect

RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public

RESOLVED FURTHER THAT it is also hereby confirmed

1. That the applicants does not hold individually, more than 10% of the paid up equity Capital of the Company ;
2. That the applicants does not have any special rights through formal or informal arrangements/agreements;
3. That the applicants does not and shall not act as a Key Managerial Personnel for a period of more than 3 years from the date of Shareholders approval;
4. That the applicants does not directly or indirectly exercise Control over the affairs of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company and/or the Company secretary be and are hereby severally authorized to sign the requisite

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forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution.

By order of the Board

Sd/-
Vijay Dhawangale
Managing Director
DIN: 01563661

Place: Mumbai

Date: 30th November 2020

NOTES:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as 'Circulars') permitted companies to hold AGM through video conference ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. Accordingly, the AGM of the Company will be held through VC. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.
2. The AGM shall be deemed to be held at the Registered Office of the Company at Block No. 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara Vadodara GJ 391775'
3. The Circulars waived the requirement of permitting the members to appoint proxies to attend and vote on his/her behalf, as the AGM is being held through VC. Accordingly, the facility for appointment of proxies by the members will not be available. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal/e-voting portal.

5. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The relevant details, pursuant to regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial

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Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

6. NSDL will be providing facility for voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM facility and e-Voting during the 28th AGM.
7. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (Shareholders holding more than 2%), promoters, Institutional investors, directors, Key managerial personnel, Chairperson of Audit/NRC/SRC Committee, Auditors etc, maybe allowed to attend the meeting without the restriction on account of first-come-first-served basis.
8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.
9. The Company has appointed MCS Share Transfer Agent Limited, RTA, 101, Shatdal Complex, Opp: Bata Show Room, Ashram Road, Ahmedabad-380009 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Following information of RTA is as follows:

Telephone No. 079-26580461,
E-mail address: mcsstaahmd@gmail.com
Fax No. 0265-2341639.

However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its Registered Office.

Telephone No. 0265 - 2981195
Email: overseassltd@gmail.com

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
11. The Register of Members and the Share Transfer Book of the Company will remain closed from **Friday, 18th December, 2020 to Wednesday, 23rd December, 2020** (both days inclusive) for the purpose of Annual General Meeting.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to overseassltd@gmail.com
13. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and MCS Share Transfer Agent Limited (RTA), or to the Company at its Registered Office in respect of their physical shares.
14. Members desiring any information are requested to write to the Company 10 days in advance
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
16. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 28th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories.
17. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking re-appointment along with the details of other Directorships, memberships, chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Brief Resume appended to this Notice.
18. The voting rights of members shall be in proportion to their shares Held in the paid up equity share capital of the Company as on the cut-off date i.e. **Wednesday 16th December, 2020.**
19. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However,

if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

20. The e-voting period commences on **Sunday, December 20, 2020** (9:00 a.m. IST) and ends on **Tuesday, December 22, 2020** (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.
21. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
22. A persons, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM as may be facilitated by NSDL.
23. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Ms. Kumudini Bhalerao of MMJC & Co, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
24. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or by such means as may be facilitated by NSDL for all those members who are participating in the AGM through Video Conferencing but have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a

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consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL the results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai.
27. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
28. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) due to COVID-19 pandemic situation such statements including the Notice of the 28th AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2019-20 is available on the Company's website <http://onegsp.smartwareinternational.ae/>, website of the Stock exchanges i.e. BSE i.e., www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. at www.evoting.nsdl.com.

29. Instructions for Members for participating in the AGM through VC/OAVM

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at www.evoting.nsdl.com under members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed.
- II. The Members can start joining in 30 (thirty) minutes before the scheduled time of AGM and it will be kept open for 15 (fifteen) minutes after the start of AGM.
- III. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (Shareholders holding more than 2%), promoters, Institutional investors, directors, Key managerial

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personnel, Chairperson of Audit/NRC/SRC Committee, Auditors etc, maybe allowed to attend the meeting without the restriction on account of first-come-first-served basis.

IV. User Guidelines/Compatibility for viewing of AGM:

- ✓ All you need is a computer with an Internet connection (high speed service such as DSL or cable works best) and speakers Compatible Browser list: Google Chrome 50 | Microsoft Edge | Internet Explorer 10 & above | Firefox | Safari | Opera
- ✓ Video Buffering/Video Stuck but not audible: Check on the Internet Connection, Check whether you have sufficient bandwidth for viewing the Same, To check whether if you have sufficient bandwidth for viewing the same, click on the system check tab or visit speed test.net Minimum Internet Speed should be 10 MBPS with the Upload and Download Ratio of 1:1.
- ✓ Allow third party cookies.
- ✓ You may also use a headset instead of speakers.
- ✓ Please refresh your browser (for laptop / desktop kindly press CTRL+F5)

30. Procedure to raise questions / seek clarifications with respect to Agenda of AGM:

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to overseassltd@gmail.com. Questions / queries received by the Company till 5:00 p.m. IST on Friday, **18th December 2020** shall only be considered and responded to during the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to any time before 5:00 p.m. IST on Friday, 18th December 2020, mentioning their name, Demat account number/ folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

31. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the cut-off date the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 47th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- II. The facility for voting shall be made available at the AGM and the members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through such mode as may be facilitated by NSDL.
- III. The remote e-voting period commences on **20th December, 2020** at 9:00 am and ends on **22nd December, 2020** at 5:00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

- Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

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<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

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- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
5. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL .
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice
- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested) scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sadhananitra@sncl.com
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sadhananitra@sncl.com.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumudiniparanjape@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

By order of the Board

Sd/-
Vijay Dhawangale
Managing Director
DIN: 01563661

Place: Mumbai

Date: 30th November 2020

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

In the year under review, the Company has undergone changes with respect to Management of the Company. The previous Promoters are undergoing re-classification as the Promoters of the Company into Public category and new Board members were appointed on the Board pursuant to Takeover by the new Promoters of the Company. There was also a shift in the core object of the Company, the operations have been shifted from manufacturing synthetic fibers to providing Healthcare services. In light of the above-mentioned changes, the Board has proposed to shift the Registered office of the Company at its meeting held on November 30th, 2020 from ‘Block No. 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara Vadodara GJ 391775’ to ‘205 -1208, Floor- 12, Plot-213, Raheja Chambers Free Press Journal Marg, Nariman Point Mumbai’ for administrative and operational convenience.

As per provisions of Section 12 and 13 of the Companies Act, 2013 shifting of registered office of a Company outside the local limits of any city, town or village requires approval of

Shareholders by way of Special Resolution and consequent alteration of Memorandum of Association of the Company is required.

Consequent to the proposed change in the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause:

"II. The Registered Office of the Company will be situated in the state of Maharashtra."

Further pursuant to the relevant provisions of Companies Act, 2013 the approval of the Regional Director is also required if the Registered office of the Company is shifted from the jurisdiction of one Registrar to that of another Registrar.

As required under the provisions of the act, approval of members is sought for shifting the registered office of the Company from Gujarat to Maharashtra and for consequent alteration of Memorandum of Association of Company.

The Board hereby puts forth the item no. 3 for Shift in Registered office of the Company to be approved by the members as a Special Resolution.

None of the Directors of the Company are in any way concerned or interested in the Resolution.

The Proposed draft of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on all working days between 9.30 A.M. to 06.00 P.M. upto the date of Annual general Meeting.

The aforesaid document is also available on the website of the Company.

The Directors recommend this Resolution for approval as a Special Resolution.

Item No. 4

Mr. Jayesh Kulkarni (DIN- 08117511) was appointed as an Additional Director on the Board of One Global Service Provider Limited with effect from 15th September, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above Director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Brief profile of Mr. Jayesh is as follows:

- Mr. Kulkarni is a Gold medalist in Bachelor's degree Electronic Engineering ; Bachelor's degree in Statistics, Various Management development programs

- An entrepreneur, thought leader and advisor leading from intersection of medical practices, technology and business to drive development and integration of high-quality, high-profit health care services, programs, facilities and organizations.
- Has Thirty three years of career distinguished by unique ability to build collaboration and motivate people, projects and organization to deliver growth in healthcare sector. Appointed on the Board of OGSPL in September 2020.

Mr. Kulkarni has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- (iv) A copy of the draft letter for the appointment of Mr. Kulkarni as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website.

The other details of Mr. Kulkarni, whose appointment is proposed at item no. 04 of the accompanying Notice, have been given in the attached '**Annexure-2**'

The Board is of the view that the appointment of Mr. Jayesh Kulkarni as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

In the opinion of the Board Mr.Kulkarni fulfills all the criteria as prescribed under the Companies Act, 2013 and Rules made thereunder and he is independent of the management.

Item No. 5

Mr. Yogesh Khadikar (DIN-03037528) was appointed as an Additional Director of the Company with effect from 15th September, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the

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Taluka - Savli, Vadodara Vadodara Gujarat 391775 India

Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

- Mr. Khadikar is an Economic major graduate from University of Mumbai, with fluency in business management.
- He has more than 30 years of experience in selling and marketing, out of which 20 years in healthcare.
- He has Enriched with a sound background and experience on market developments In Western states of India and across the United States of America and having worked on the formation and system development for a world class hospital in the city of Pune, Maharashtra. Appointed on the Board of OGSPL in September 2020.

Mr. Khadikar has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- (iv) A copy of the draft letter for the appointment of Mr. Khadikar as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website.

The other details of Mr. Khadikar, whose appointment is proposed at item no. 05 of the accompanying Notice, have been given in the attached '**Annexure-3**'

The Board is of the view that the appointment of Mr. Yogesh Khadikar as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

In the opinion of the Board Mr. Khadikar fulfills all the criteria as prescribed under the Companies Act, 2013 and Rules made thereunder and he is independent of the management

Item No. 6

Ms. Megha Kamal Samdani (DIN-08956059) was appointed as an Additional Director of the Company with effect from 10th November, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Ms. Samdani is a Company Secretary with more than 5 years of experience with focus of Secretarial and stock broking compliances. She Started a firm to provide quality services and issues of law and compliances to corporate sector. Addresses Client Challenges, combining critical thinking with knowledge of laws and provisions to build impactful solutions

Mr. Samdani has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- (iv) A copy of the draft letter for the appointment of Ms. Samdani as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website.

The other details of Mr. Samdani, whose appointment is proposed at item no. 06 of the accompanying Notice, have been given in the attached '**Annexure-5**'

The Board is of the view that the appointment of Ms. Samdani as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

In the opinion of the Board Ms.Kulkarni fulfills all the criteria as prescribed under the Companies Act, 2013 and Rules made thereunder and he is independent of the management

Item No.7

The Board of Directors based on the recommendation of Nomination and Remuneration Committee has appointed Mrs. Manjeet Sanjay Mehta (DIN: 07598290) as an Additional Director of the Company with effect from 30th July, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

- Mrs. Mehta is a Medical Geneticist by Profession;
- Having 30 years plus of vast experience in Genetics. She has been HOD Genetics at various labs and hospitals. She is also Director - Genomics at several Labs, Diagnostic Centres and other institutions. Appointed on the Board of OGSPL in July 2020.

Mrs. Mehta has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- (iv) A copy of the draft letter for the appointment of Mrs. Mehta as Independent

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Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website.

The other details of Mrs. Mehta, whose appointment is proposed at item no. 05 of the accompanying Notice, have been given in the attached '**Annexure-4**'.

The Board is of the view that the appointment of Mrs. Manjeet Sanjay Mehta as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Item No.8

The Board of Directors at their meeting held on September 15, 2020 resolved to approve requests received for re-classification dated 20th January, 2020 from Mr. Kamal Aggarwal, Mrs. Minal Aggarwal, Mr. Naresh Goyal, Mrs. Shubharangana Goyal and Mr. Navdeep Goyal addressed to the Company subject to the approval of Shareholders and Bombay Stock Exchange.

The applicants do not exercise any control over the Company and are in no way connected to the management of the affairs of the Company. They neither have representation on the Board of the Company nor holds any Key Managerial Positions in the Company.

The Company has also not entered in any Shareholders Agreement or such arrangements with them and their reclassification from "Promoter and Promoter Group" category to the "Public shareholders" is in the best interests of the Company.

Further, the aforesaid shareholders have confirmed that subsequent to re-classification, they would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015.

The said requests for re-classification were considered, analyzed and approved by the Board of Directors at its meeting held on September, 15, 2020, subject to members' and Stock exchanges' approval.

None of the Directors of the Company are in any way concerned or interested in the Resolution.



The Board recommends the Resolution as Ordinary Resolution for approval by the Shareholders.

By order of the Board

Sd/-
Vijay Dhawangale
Managing Director
DIN: 01563661

Place: Mumbai

Date: 30th November, 2020

Brief resume of Directors being re-appointed (in pursuance of Regulation 36(3)(a) of the Listing Regulations) and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment

(Annexure-1)

Sr. No.	Particulars	Details
1	Name of Person	Sanjay Lalbahadur Upadhyay
2	Date of Birth	10 th September, 1977
3	Age	43 years
4	Date of Appointment	12 th November, 2019
5	Expertise in specific Functional area	Medical Diagnostics and Health Technology
6	Experience	20 years
7	Brief Resume	Mr. Sanjay Lalbahadur Upadhyay is B.E (Biomedical) specialization in Nuclear Medicine, MGM CET. Mr. Sanjay Upadhaya is a professional with a vast experience over last 20 years in Medical Diagnostics and Health Technology.
8	Qualifications	B.E (Biomedical) specialization in Nuclear Medicine, MGM CET
9	Terms & Conditions of Re-appointment	Mr. Sanjay was appointed on the Board w.e.f 12 th November, 2019. He does not draw any remuneration from the Company.
10	No. of Board Meetings attended	2
11	List of other Indian Directorships held	NIL

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	(Directorship/Membership/Chairmanship of Committees of Board)	
12	Number of Shares held in the Company	NIL
13	Relationship with other Directors	Not related to any of the directors of the Company.

(Annexure-2)

Sr. No.	Particulars	Details
1	Name of Person	Mr. Jayesh Kulkarni
2	Date of Birth	02/03/1964
3	Age	56 Years
4	Date of Appointment	September 15, 2020
5	Expertise in specific Functional area	Corporate strategy, marketing & market analysis
6	Experience	33 years
7	Brief Resume	<p>An entrepreneur, thought leader and advisor leading from intersection of medical practices, technology and business to drive development and integration of high-quality, high-profit health care services, programs, facilities and organizations.</p> <p>Thirty three years of career distinguished by unique ability to build collaboration and motivate people, projects and organization to deliver growth in healthcare sector. Negotiation skills and relationship management skills developed to foster an atmosphere of cooperation and efficiency. Visionary leadership styles with ability to inspire confidence in others, creatively solve problems,</p>

		<p>remove obstacles and achieve breakthrough results.</p> <p>Varied experience on corporate strategy, marketing & market analysis, and new business initiative & product management with responsibility to deliver business figures.</p> <p>Handled different hi-tech modalities in marketing manager and product manager functions including MRI, computed radiography, general x ray systems, ultrasound, critical care, patient monitoring and cardio vascular systems setting country targets in line with company annual operating plan.</p>
8	Qualifications	PBM, IIM Bangalore, Bachelor's degree in Statistics & Various Management development programs
9	Terms & Conditions of Re-appointment	Appointed on Board w.e.f September 15, 2020 as Non –Executive Independent Director of the Company for a period of 5 years.
10	No. of Board Meetings attended	NIL
11	List of other Indian Directorships held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12	Number of Shares held in the Company	NIL
13	Relationship with other Directors	Not related to any of the directors of the Company.

(Annexure-3)

Sr. No.	Particulars	Details
1	Name of Person	Mr. Yogesh Khadikar
2	Date of Birth	04/03/1964
3	Age	56 years
4	Date of Appointment	September 15, 2020
5	Expertise in specific Functional area	Marketing
6	Experience	30 years
7	Brief Resume	<p>An Economic major graduate from University of Mumbai, with a fluency in business management. With more than 30 years of experience in selling and marketing, out of which 20 years in healthcare. He is a true peoples' person in terms of connectivity.</p> <p>Enriched with a sound background and experience on market developments In Western states of India and across the United States of America and having worked on the formation and system development for a world class hospital in the city of Pune, Maharashtra.</p> <p>His mantra is – “Move forward into progression & not back into regression”.</p>
8	Qualifications	Economic major graduate from University of Mumbai
9	Terms & Conditions of Re-appointment	Appointed on Board w.e.f September 15, 2020 as Non – Executive Independent Director of the Company for a period of 5 years.
10	No. of Board Meetings attended	NIL
11	List of other Indian Directorships held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12	Number of Shares held in the Company	NIL
13	Relationship with other Directors	Not related to any of the directors of the Company.

(Annexure-4)

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Sr. No.	Particulars	Details
1	Name of Person	Mrs. Manjeet Sanjay Mehta
2	Date of Birth	19 th January, 1964
3	Age	56
4	Date of Appointment	July 30, 2020
5	Expertise in specific Functional area	Genetics
6	Experience	30 years
7	Brief Resume	<p>Mrs. Manjeet Sanjay Mehta is having 30 years Plus of vast experience in Genetics.</p> <p>She has been HOD Genetics at various labs and hospitals.</p> <p>She is also Director in- Genomics at several labs, Diagnostic Centres and other institutions.</p> <p>She is a Certified Technical Assesor at NABL for Genetics & Molecular Biology. She is also the head of Clinical Diagnostics, Global Gene Corp.</p>
8	Qualifications	Medical Geneticist
9	Terms & Conditions of Re-appointment	With effect from July 30, 2020 as Non-Executive Independent Director of the company for a period of 5 years.
10	No. of Board Meetings attended	NIL
11	List of other Indian Directorships held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12	Number of Shares held in the Company	NIL
13	Relationship with other Directors	Not related to any of the directors of the Company.

(Annexure-5)

Sr. No.	Particulars	Details
1	Name of Person	Mrs. Magha Kamal Samdani
2	Date of Birth	28/05/1993
3	Age	27 Years
4	Date of Appointment	November 10, 2020
5	Expertise in specific Functional area	Company Secretary

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6	Experience	05 Years
7	Brief Resume	<p>Company Secretary with more than 5 years of experience with focus of Secretarial and stock broking compliances.</p> <p>She started a firm to provide quality services and issues of law and compliances to corporate sector.</p> <p>She addresses client challenges, combining critical thinking with knowledge of laws and provisions to build impactful solutions.</p>
8	Qualifications	Company Secretary
9	Terms & Conditions of Re-appointment	With effect from November 10, 2020 as Non-Executive Independent Director of the company for a period of 5 years.
10	No. of Board Meetings attended	NIL
11	List of other Indian Directorships held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
12	Number of Shares held in the Company	NIL
13	Relationship with other Directors	Not related to any of the directors of the Company.