

OMKAR OVERSEAS LIMITED

Registered Office- 304, Shoppers Plaza-V, Govt Servant Co-Op Hsg Soc, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad, Gujarat - 380009

Phone No.: 079 – 40326082/48904153

E-mail: omkaroverseas212@gmail.com

Website: www.omkaroverseasltd.com

CIN: L51909GJ1994PLC023680

B) Undertaking by the Company Secretary for Reclassification under Reg. 31A of Listing Regulation

Date: 21.01.2023

To,
The Deputy General Manager,
Listing Compliance Monitoring Cell,
24th Floor, P.J. Towers,
Dalal Street, Mumbai -400001

Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015

Dear Sir / Madam,

With relation to the application for reclassification of promoter shareholders, I hereby confirm and certify that:

1. Outgoing Promoters do not together hold more than Ten percent of the total voting rights in the Company.
2. Post reclassification, the Outgoing promoters will not exercise direct or indirect control over the affairs of the Company.
3. There are no special rights of the Outgoing Promoters which were acquired by virtue of any shareholder agreements.
4. Outgoing Promoters will not be represented on the Board of Directors (including a Nominee Director) of the Company for a period of not less than three years from the date of such reclassification.
5. Outgoing Promoters will not act as a key managerial person in the Company for a period of not less than three years from the date of such reclassification.
6. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.
7. That the company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
8. Outgoing Promoters are not a wilful defaulter as per the Reserve Bank of India Guidelines.
9. Outgoing Promoters are not a fugitive economic offender.



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10. That the company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (Listing Obligation and Disclosure Requirement) and the proposed reclassification is not being initiated for achieving the Minimum Public Shareholding.
11. That trading in the shares of the company has not been suspended by the stock Exchanges.
12. That the Company does not have any outstanding dues to the SEBI, the Stock Exchanges or Depositories.
13. In case the promoters seeking re-classification fails to comply with the provision of sub-clause (i), (ii), (iii), (iv) and (v) of clause (b) of Regulation 31A(3), they shall be reclassified as promoter, as stated in regulation 31A(4). The same will be intimated to the Exchange as soon as possible.
14. Promoters seeking reclassification have not voted to approve on the resolution for reclassification.
15. There is no pending regulatory action against promoters seeking re-classification.

Yours faithfully,

For Omkar Overseas Limited



Jinal Shah

Company Secretary

Contact Number: 079 – 40326082/48904153

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