

OMKAR OVERSEAS LIMITED

Extra-Ordinary General Meeting of the Company:

Date : 27th July, 2026

Day : Monday

Time : 11:30 A.M.

Mode : Video Conferencing (VC)

Deemed Venue: Registered Office of the Company at 304, Shoppers Plaza-V, Govt Servant Co-Op Hsg Soc, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad-380009 Gujarat.

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NOTICE

To,
All the Members,
Omkar Overseas Limited,

NOTICE is hereby given that pursuant to the Order dated June 04, 2026 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal"), a meeting of the Equity Shareholders of the Company will be held on Monday, 27th July, 2026 at 11:30 A.M. through Video Conferencing, for the purpose of considering and, if thought fit, approving, with or without modification(s), the following resolution, to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL OF SCHEME OF ARRANGEMENT FOR REDUCTION OF SHARE CAPITAL:

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

“RESOLVED THAT pursuant to the Articles of Association of the Company, Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with rules, regulations, circulars and notifications, framed thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force), and subject to the requisite sanction and approval from the Hon'ble National Company Law Tribunal, Division Bench, Ahmedabad (“Tribunal”) and subject to such other consents, approvals, permissions, and sanctions of regulatory and other authorities, as may be necessary and subject to such terms, conditions, or modifications as may be prescribed or imposed by the Hon'ble Tribunal or by any statutory or regulatory authorities while granting such approvals or consents and which may be agreed to or accepted by the Board of Directors of the Company (“Board”), consent and approval of the members of the Company be and is hereby accorded for approval of scheme of arrangement for reduction of share capital restructuring the share capital by cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date and by cancellation of 95% of the fully paid up equity Capital of the Company and cancellation of Equity Shares on proportionate basis to adjust debit balance of Profit and Loss account of the company against such cancellation in the following manner:

- i. Cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date.
- ii. The subscribed, issued and paid-up capital of the Company shall stand reduced or otherwise altered from INR. 4,89,81,000/- divided into 48,98,100 Equity Shares of INR. 10/- each fully paid-up to INR. 24,49,050/- divided into 2,44,905 equity shares of INR. 10/-each fully paid-up and that such reduction be effected by cancelling the balance share capital (“Capital Reduction”).
- iii. The Profit & Loss Account of the Company shall be reduced by a sum of INR. 4,65,31,950/-.
- iv. No consideration in cash or in kind shall be payable to the shareholders/members in lieu of the aforesaid reduction, cancellation and extinguishment of the equity share capital.

RESOLVED FURTHER THAT upon Reduction of the Share Capital being confirmed by the Hon'ble Tribunal and becoming effective and operative and/or the receipt of such other approvals as may be required, all those shareholders of the Company who continue to hold their shares in physical form as on the Record Date shall be issued and delivered fresh share certificate consequent upon the reorganization of capital irrespective of whether such Shareholders surrender their old share certificates or not. The old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value and shall be non-usable and non-tradable on any stock exchange or otherwise on and from the Record Date. The Stock Exchanges shall also be intimated, on the Record Date in this regard. In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, if and to the extent warranted, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the depository accounts of the shareholders.

RESOLVED FURTHER THAT for the purposes of giving effect to the Capital Reduction as aforesaid the Board is hereby authorised to agree to any modifications or conditions that may be imposed or stipulated by the Hon'ble Tribunal and to take all necessary steps and actions as the Board may in its discretion deem fit for the purposes of ensuring that the Capital Reduction is completed in a fair and equitable manner and as directed by the Hon'ble Tribunal.

RESOLVED FURTHER THAT the Company shall not be required to use the words "And Reduced" as part of its corporate name as there is neither any payment outgo nor it amount to extinguishing or reducing liability on its shares in respect of unpaid share capital.

RESOLVED FURTHER THAT any one of the Directors of the Company or any other person of the Company as may be nominated by the Board, be and is hereby authorized to file all applications, petitions and documents relating to the Capital Reduction or delegate such authority to another person as deemed fit and to take all necessary steps and do all such acts, deeds, matters and things, as may be necessary to give effect to the aforesaid resolutions and as it may (in its absolute discretion) deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any question or doubt or difficulty whatsoever may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

Registered Office:

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

Date: June 23, 2026

**By order of the NCLT,
For, Omkar overseas limited**

**Sd/-
Mr. Keyoor Bakshi
Chairman of the Meeting
Appointed by Hon'ble NCLT,
Ahmedabad Bench**

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Since the Extra-Ordinary General Meeting "EGM" will be held through Video Conferencing "VC" facility, the Route Map is not annexed in this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Corporate / institutional members intending to authorize their representative to attend the Meeting through VC facility are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Accordingly, the respective Equity Shareholders of Applicant Company are requested to attend the meeting as per the abovementioned mode, date and time. If the required quorum for the meeting is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
7. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ("the Act") with respect to Item No. 1 forms part of this Notice.
8. In line with the Order dated June 04, 2026 passed by the Tribunal, various Circulars of Ministry of Corporate Affairs (MCA) and SEBI Circulars, the Notice of EGM, along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/its RTA/Depositories. Members may note that the Notice of the Extra-Ordinary General Meeting is also uploaded on the Company's website www.omkaroverseasltd.com and may be accessed by the members.
9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation

44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

- 11.** Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at omkaroverseas212@gmail.com upto Wednesday, July 22, 2026. Those Members who have registered themselves shall be given an opportunity of speaking live in EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM and avoid repetition of questions.
- 12.** Relevant documents referred to in the Notice, statutory register and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available electronically for inspection by the members during the EGM. 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 EGM. Members seeking to inspect such documents can send an email to omkaroverseas212@gmail.com.
- 13.** the Notice calling the EGM has been uploaded on the website of the Company at www.omkaroverseasltd.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 14.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice convening the Extraordinary General Meeting (EGM) has been made available on the website of the Company at www.omkaroverseasltd.com and can also be accessed on the websites of BSE Limited at www.bseindia.com and National Securities Depository Limited (NSDL) at www.evoting.nsdl.com Members who have not received the Notice may access and download the same from the aforesaid websites. The Notice also contains detailed instructions regarding registration and voting, including remote e-voting, in respect of the resolution proposed for approval of the Scheme.
- 15.** Members are requested to register their email IDs with the demat accounts and encourage paper free communications. The Company would send the notice and other communications to the members on their registered email IDs. The shareholders may register their email IDs with their Brokers or with Company's Registrar and Share Transfer Agent,

MUFG Intime India Private Limited
C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083.
Investor Grievance Email: investor.helpdesk@in.mpms.mufg.com

- 16.** 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent,

MUFG Intime India Private Limited
C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083.
Investor Grievance Email: investor.helpdesk@in.mpms.mufg.com

17. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz. MUFG Intime India Private Limited.
18. The Notice convening the Extraordinary General Meeting (EGM) alongwith explanatory statement, Scheme of Arrangement together with its accompanying documents pursuant to Section 102 read with Sections 230 to 232 of the Companies Act, 2013 and other relevant documents referred to in this Notice shall be available for inspection by the Members and other concerned persons at the website of the company free of charge at www.omkaroverseasltd.com and at the Registered Office of the Company during business hours on all working days up to the date of the Extraordinary General Meeting. Copies of the aforesaid documents may also be obtained by any Member or concerned person free of charge upon written request made to the Company.
19. Pursuant to the Order dated June 04, 2026 passed by the Tribunal, **Mr. Rutvik Liladhar Desai, Advocate** has been appointed as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner of this meeting of the members.
20. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
21. **Voting through electronic means:**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the business given in the Notice of EGM through electronic voting system, to members holding shares as on **Monday, July 20, 2026**, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins **on Thursday, July 23, 2026 at 09:00 A.M.** and **ends on Sunday, July 26, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, July 20, 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, July 20, 2026**.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’

section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.

	After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 <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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. 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.nsd.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 adv.rutvik.desai@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com

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:

1. 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 omkaroverseas212@gmail.com
2. 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 omkaroverseas212@gmail.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

22. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company

will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at omkaroverseas212@gmail.com. The same will be replied by the company suitably.

23. EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

ITEM 1: APPROVAL OF SCHEME OF ARRANGEMENT FOR REDUCTION OF SHARE CAPITAL:

PREAMBLE:

This Scheme provides for undertaking of capital reduction of **OMKAR OVERSEAS LIMITED** (hereinafter referred as "OOL" or "the Company"), whereby the paid-up share capital of the Company shall be;

- 1) reduced by cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date.
- 2) reduced from INR 4,89,81,000/- divided into 48,98,100 Equity Shares of Rs. 10/- each fully paid-up to INR. 24,49,050/- divided into 2,44,905 equity shares of Rs.10/- each fully paid-up and that such reduction be effected by cancelling the paid up capital amounting to Rs. 4,72,96,200/- which has lost or is unrepresented by available tangible assets. Further, the Profit and Loss account shall be reduced by a sum of Rs. 4,65,31,950/-.

The purpose of the Scheme is the Reduction of Equity Share Capital to undertake financial restructuring and reconstruction of the Company whereby the Company would write off carried forward accumulated losses of past years by cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date and by cancellation of 95% of the fully paid up equity Capital of the Company and cancellation of Equity Shares on proportionate

basis to adjust debit balance of Profit and Loss account of the company against such cancellation. This has given rise to the need to re-adjust the relation between capital and assets and reflect the liabilities and assets of the Company accurately and fairly in its books of accounts and also to operate with a leaner base balance sheet.

Note: The members are requested to read the entire text of the Scheme to be fully acquainted with its provisions. The copy of the Scheme can be accessed through the following link- <https://www.omkaroverseasltd.com/resource/Investors/Scheme-of-Arrangement.aspx>. The explanatory statement includes brief salient features of the said Scheme.

BACKGROUND:

The issued, subscribed and paid-up capital of the Company is INR 4,92,35,750/- divided into 50,00,000 Equity Shares of Rs. 10/- each fully paid-up based, including of 1,01,900 Equity Shares of Rs. 7.5/- each unpaid. These financial statements reflect accumulated losses (Debit balance of the profit and loss account) of Rs. 5,13,21,000/- as on March 31, 2025. Such Accumulated losses have substantially wiped off the value represented by the share capital.

Financial Highlights of the company as per Audited financial statements for the last three financial Year are given below:

(Amount in lakhs)

Particulars	For the financial year 2024-25	For the financial year 2023-24	For the financial year 2022-23
Paid up Share capital	492.36	492.36	492.36
Profit & Loss Account (Dr.)	(513.21)	(498.16)	(394.71)
Profit After Tax	(15.05)	(103.44)	(10.15)

The Authorized, Issued, Subscribed and Paid up Share Capital of the Company as per the latest audited financial as at 31st March, 2025 is as under:-

Particulars	(Amount in Rs.)
Authorized Share Capital 60,00,000 Equity Shares of Rs. 10/- each	6,00,00,000/-
Total	6,00,00,000/-
Issued Capital 50,00,000 Equity Shares of Rs.10/- each	5,00,00,000/-
Total	5,00,00,000/-
Subscribed and Paid-up Share Capital 50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000/-
Less: Call Unpaid	7,64,250/-
Total	4,92,35,750/-

Financials of the Company are given below:

(Amount in lakhs)

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Total Current Assets	11.66	11.19	11.19
Total Current Liability	11.63	14.13	14.03
Reserve & Surplus	(513.21)	(498.16)	(394.71)

RATIONALE AND EFFECTS OF THE PROPOSED SCHEME:

OMKAR OVERSEAS LIMITED, the Applicant Company was incorporated on 25th November, 1994 under the provisions of the Companies Act, 1956. The Company is engaged in the business of trading and distribution of textiles and other allied products. The Company in the year 2022 has altered the object clause to add the business of trading of agro commodities and edible and non-edible oils.

The Company has accumulated huge losses of Rs. 5,13,21,000/- against the paid-up share capital of Rs. 4,92,35,750/- as on 31st March, 2025- i.e. the latest audited financials disseminated on Stock Exchange. In view of 100% erosion in net worth of the company, this Scheme proposes to restructure the share capital of the Company in following two (2) stages:

- (1) By cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date;
- (2) By reduction of 95% of fully paid equity share capital of the Company and cancellation of Equity Shares on proportionate basis to adjust the debit balance of Profit and Loss account of the Company against such cancellation.

The proposal of the Scheme for restructuring of the share capital of the Company would facilitate disclosure of true and fair picture of the financial position of the Company and cleaning up of the Balance Sheet of the Company.

The proposed scheme, if approved, would not, in any manner, be prejudicial to the interest of the members or creditors of the Company. The Scheme will not affect the ability of the Company to honour its commitments or pay its debts. Accordingly, the proposed Scheme would not, in any way adversely affect the Company in its ordinary course of business or its shareholders or creditors.

The proposed restructuring of share capital of the Company includes cancellation of 1,01,900 unpaid equity shares on which amounting to Rs. 7,64,250/- is not received till date. The proposed restructuring of share capital does not provide for any return of paid-up share capital to the shareholders of the Company. The Scheme envisages cancellation of part of the share capital already paid up which is lost and not represented by available assets of the Company.

The reduction of share capital pursuant to this Scheme shall be given effect as an integral part of the Scheme in accordance with the provisions of Section 66 of the Companies Act, 2013 and the order of the Tribunal or other prescribed authority sanctioning this Scheme shall be deemed to be also the order under Section 66 of the Companies Act, 2013 for the

purpose of confirming such reduction. The consent given to the Scheme by the shareholders of the Company shall be deemed to be their consent under the provisions of Section 66 of the Companies Act, 2013 and all other applicable provisions of the Act to such reduction of capital of the Company, and the Company shall not be required to convene any separate meeting or carry out any separate procedure for that purpose.

ACCOUNTING TREATMENT IN THE BOOKS OF ACCOUNT:

The Company shall reduce the existing paid-up equity share capital and cancel the accumulated loss amount of the profit and loss upto the amount of paid up capital reduced.

The cancellation of the shares is proportionately among the members of the Company and the same shall be utilized for adjusting the debit in Profit & Loss account.

Upon the Scheme becoming effective, the paid-up share capital of the Company shall stand reduced from INR 4,89,81,000/- (Rupees Four Crore Eighty-Nine Lakh Eighty-One Thousand only), comprising 50,00,000 Equity Shares of Rs. 10/- each fully paid-up based, including of 1,01,900 Equity Shares of Rs. 7.5/- each unpaid, to INR 24,49,050/- (Rupees Twenty-Four Lakh Forty-Nine Thousand Fifty only), comprising 2,44,905 Equity Shares of INR 10/- each fully paid-up. Such reduction shall be effected by cancelling the paid-up share capital amounting to INR 4,72,96,200/- (Rupees Four Crore Seventy-Two Lakh Ninety-Six Thousand Two Hundred only), representing capital which has been lost or is unrepresented by available tangible assets. Further, the accumulated debit balance in the Statement of Profit and Loss shall be reduced by an amount of INR 4,65,31,950/- (Rupees Four Crore Sixty-Five Lakh Thirty-One Thousand Nine Hundred Fifty only).

The Capital Reduction and the consequent cancellation of the share capital shall be effected as per the provisions of Section 66 of the Companies Act, 2013 and other applicable provisions of the Act, rules and regulations made thereunder upon the Scheme becoming effective.

The Scheme does not in any manner alter, vary or affect the payment of any dues or outstanding amounts, including all or any of the statutory dues payable or outstanding.

The Scheme does not envisage transfer or vesting of any of the properties and or liabilities of the Company to any person or entity.

The Scheme is merely a Capital Reduction and does not involve any conveyance or transfer of any property of the Company and does not involve any issuance of shares. Consequently, the order of National Company Law Tribunal ("the Tribunal") approving the Scheme will not attract any stamp duty.

The Company will comply with all relevant Accounting Policies and Accounting Standards as regards to accounting for the reduction of capital and writing off of debit balance of Profit and Loss Account. The Company will make and pass appropriate entries for all notional adjustments in a prudent and commercial accepted manner.

THE PRE REDUCTION AND POST REDUCTION CAPITAL STRUCTURE OF THE COMPANY IS AS UNDER:

Particulars	Pre Reduction (Amount in Rs.)	Particulars	Post Reduction (Amount in Rs.)
Authorised Share Capital 60,00,000 Equity Shares of Rs. 10/- each	6,00,00,000	Authorised Share Capital 60,00,000 Equity Shares of Rs. 10/- each	6,00,00,000
TOTAL	6,00,00,000	TOTAL	6,00,00,000
Issued Subscribed and Paid-up Capital: 50,00,000 Equity shares of Rs. 10/- each (less calls unpaid)	4,92,35,750	Issued Subscribed and Paid-up Capital: 2,44,905 Equity shares of Rs.10/- each	24,49,050
TOTAL	4,92,35,750	TOTAL	24,49,050

THE PRE REDUCTION AND POST REDUCTION SHARE HOLDING PATTERN IS AS UNDER:

Category of Shareholder	Number of Fully paid Shares (pre reduction) of Rs. 10/- each	Pre Reduction %	Number of Fully paid Shares (post reduction) of Rs. 10/- each	Post Reduction %
Promoter And Promoter Group	-	-	-	-
Financial institutions/Bank	-	-	-	-
Bodies Corporate	3,05,418	6.24	15,271	6.24
Individual	42,79,496	87.37	2,13,975	87.37
Any Other (OCBs, NRI)	3,13,186	6.39	15,659	6.39
TOTAL	48,98,100	100	2,44,905	100

CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

The requisite consent, sanctions and approvals under the applicable law of the Central Government or Stock Exchanges or any other agency, department or authorities concerned including but not limited to approvals, sanctions required under the SEBI Circular Ref, SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be required by law in respect of this Scheme, being obtained.

The requisite resolutions under the applicable provisions of the Companies Act being passed by shareholders of the Company for any of the matter provided for or relating to the Scheme as may be necessary or desirable.

The sanctions of the Tribunal under Section 66 of the Companies Act in favour of the Company and the necessary order being obtained.

Certified or authenticated copies of the Order of the Tribunal sanctioning the Scheme being filed with the Registrar of Companies, Gujarat, at Ahmedabad by the Company.

The Certified or authenticated copies of the Order of the Tribunal sanctioning the Scheme and minute thereof being registered by the Registrar of Companies, Gujarat, at Ahmedabad ("RoC") and a certificate of registration of the minute of order issued by the RoC.

MODIFICATION/AMENDMENTS TO THE SCHEME:

The Company through its Board, may consent on behalf of all persons concerned to any modification or amendments of this Scheme or to any conditions which the Tribunal and/or any other authorities under law may deem fit to approve of or impose or which may otherwise be considered necessary or desirable for setting any question or doubt or difficulty that may arise for carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting this Scheme into effect.

For the purpose of giving effect to this Scheme or to any modifications thereof, the Directors of the Company are authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

MISCELLANEOUS:

The Board, at its meeting, approved the Capital Reduction scheme in accordance with the terms set out in the resolution. Subsequently, the scheme was submitted to the Bombay Stock Exchange ("BSE") for approval. In this regard, the Company has received No Observation Letter from the BSE dated June 16, 2025.

No investigations or proceedings have been instituted and are pending against the Company under the Act.

No adjudication, regulatory proceedings, prosecution, or any enforcement action has been initiated or is pending against the Company, its promoters or its directors.

The Company has not accepted any deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Hence, the Company is not in arrears with respect to repayment of any deposits or interest thereon, as on the date of filing of this Scheme.

Notwithstanding the reduction of the capital of the Company in pursuance of this Scheme, the Company shall not be required to add the words "And Reduced" to its name as the last words thereof.

The Scheme does not involve any financial outlay or outgo, and therefore, will not affect the ability or liquidity of the Company to meet its obligations and commitments in the normal

course of business. Further, this Scheme will also not in any way adversely affect the ordinary operations of the Company during the course, or after the approval, of the Scheme.

The Scheme will not have any adverse effect on any directors, key managerial personnel, promoters, non-promoter members, creditors and employees of the Company. The Company does not have any depositors and debenture holders. The Scheme will be in the best interest of all the stakeholders of the Company.

The Scheme was also placed before the Audit Committee of the Company for consideration and recommendation. After reviewing the Scheme, the Accounting Treatment Certificate, its necessity, rationale, and impact on various stakeholders, the Audit Committee confirmed that the Scheme is not detrimental to the shareholders of the Company and is in the interest of the Company, its shareholders, and all other stakeholders. The copy of the Audit Committee Report can be accessed through the following link-
<https://www.omkaroverseasltd.com/resource/Investors/Scheme-of-Arrangement.aspx>.

Pursuant to the directions contained in the Order dated June 04, 2026 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal"), the Compliance Certificate issued by the Statutory Auditor, confirming that the accounting treatment prescribed under the Scheme is in conformity with the provisions of the Companies Act, 2013 and the applicable Indian Accounting Standards (Ind AS) alongwith the networth of the Company as on March 31, 2025, may be accessed through the following link-
<https://www.omkaroverseasltd.com/resource/Investors/Scheme-of-Arrangement.aspx>.

The Reduction of Capital will have no detrimental impact on the shareholders and will further allow for the creating of distributable reserves for dividend that are currently held up due to accumulated losses.

None of the Directors or Key Managerial Personnel of the Company are in any way concerned or interested in the said Resolution except in their capacity as shareholders of the Company. The Board recommends the special resolution for approval of the shareholders.

Registered Office:

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

Date: June 23, 2026

**By order of the NCLT,
For, Omkar overseas limited**

**Sd/-
Mr. Keyoor Bakshi
Chairman of the Meeting
Appointed by Hon'ble NCLT,
Ahmedabad Bench**

**SCHEME OF ARRANGEMENT
IN THE NATURE OF REORGANIZATION OF CAPITAL**

BETWEEN

**OMKAR OVERSEAS LIMITED
AND
ITS MEMBERS AND CREDITORS**

**[UNDER SECTIONS 230 READ WITH SECTION 66 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013 AS
AMENDED]**

This Scheme provides for (i) re-organization of share capital pursuant to sections 230 read with section 66 and other relevant provisions of the Companies Act, 2013, of OMKAR OVERSEAS LIMITED in the following manner:

1. DEFINITIONS:

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1 **“Act” or “The Act”** means the Companies Act, 2013 any other statutory modifications or re-enactment thereof for the time being in force.
- 1.2 **“Appointed Date”** means 01st April, 2024, the date from which the Scheme if approved, shall take effect.
- 1.3 **“Board”** means Board of Directors of the Applicant Company or any committee of the Board.
- 1.4 **“Company”** means OMKAR OVERSEAS LIMITED, a company incorporated under the provisions of the Act, and having its registered office situated at 304, Shoppers Plaza-V,

OMKAR OVERSEAS LIMITED
Prakash K. Jadhav
DIRECTOR/AUTHORIZED SIGNATORY

Govt Servant Co-Op Hsg Soc, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad 380009, Gujarat.

- 1.5 **"Tribunal"** means the National Company Law Tribunal, Ahmedabad Bench at Ahmedabad.
- 1.6 **"Effective Date"** or **"coming into effect of this Scheme"** means the date on which the certified copies of the Orders of the National Company Law Tribunal under Section 230 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Gujarat.
- 1.7 **"Record Date"** means such date as may be fixed by the Board of Directors of the Company for determining the eligibility to receive equity shares pursuant to this Scheme.
- 1.8 **"Scheme"** or **"the Scheme"** or **"this Scheme"** means this Scheme of Arrangement in its present form or with any modification(s)/amendment(s), if any, as may be approved, imposed or directed by the Securities and Exchange Board of India, the Tribunal or any other appropriate authority sanctioning this Scheme.

2 SHARE CAPITAL

The share capital of the Company as per the latest audited Balance Sheet as at March 31, 2023 was as under:

	Amount (Rs.)
Authorized Share Capital	
60,00,000 Equity Shares of Rs.10/- each.	6,00,00,000
Issued Share Capital	
50,00,000 Equity Shares of Rs. 10/- each.	5,00,00,000
Subscribed and Paid-up Share Capital	

50,00,000 Equity Shares of Rs. 10/- each.	4,92,35,750
Calls Unpaid	7,64,250

There is no change in Share Capital of the Company subsequent to the date of the latest Balance Sheet.

2. RATIONALE OF THE SCHEME

OMKAR OVERSEAS LIMITED, the Applicant Company was incorporated on 25th November, 1994 under the provisions of the Companies Act, 1956. The Company is engaged in the business of trading and distribution of textiles and other allied products. The Company in the year 2022 has altered the object clause to add the business of trading of agro commodities and edible and non-edible oils.

The Company has accumulated huge losses of Rs. 5,10,81,568.43/- against the paid-up share capital of Rs. 4,92,35,750/- as on 31st December, 2024- i.e. the latest audited financials disseminated on Stock Exchange. In view of 100% erosion in net worth of the company, this Scheme proposes to restructure the share capital of the Company in following two (2) stages:

- (1) by cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date;
- (2) by reduction of 95% of fully paid equity share capital of the Company and cancellation of Equity Shares on proportionate basis to adjust the debit balance of Profit and Loss account of the Company against such cancellation.

The proposal of the Scheme for restructuring of the share capital of the Company would facilitate disclosure of true and fair picture of the financial position of the Company and cleaning up of the Balance Sheet of the Company.

The proposed scheme, if approved, would not, in any manner, be prejudicial to the interest of the members or creditors of the Company. The Scheme will not affect the ability of the Company to honour its commitments or pay its debts. Accordingly, the proposed Scheme would not, in any, way adversely affect the Company in its ordinary course of business or its shareholders or creditors.

The proposed restructuring of share capital of the Company includes cancellation of 101900 unpaid equity shares on which amounting to Rs. 764250/- is not received till date. The proposed restructuring of share capital does not provide for any return of paid-up share capital to the shareholders of the Company. The Scheme envisages cancellation of part of the share capital already paid up which is lost and not represented by available assets of the Company.

The reduction of share capital pursuant to this Scheme shall be given effect as an integral part of the Scheme in accordance with the provisions of Section 66 of the Companies Act, 2013 and the order of the Tribunal or other prescribed authority sanctioning this Scheme shall be deemed to be also the order under Section 66 of the Companies Act, 2013 for the purpose of confirming such reduction. The consent given to the Scheme by the shareholders of the Company shall be deemed to be their consent under the provisions of Section 66 of the Companies Act, 2013 and all other applicable provisions of the Act to such reduction of capital of the Company, and the Company shall not be required to convene any separate meeting or carry out any separate procedure for that purpose.

3. RESTRUCTURING OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

Upon coming into effect of this Scheme-

- 3.1.1 The issued, subscribed and unpaid share capital of the Company of Rs. 2,54,750/- (divided into 1,01,900 equity shares of Rs. 2.5/- each) shall stand forfeited and cancelled.

3.1.2 The issued, subscribed and fully paid share capital of the Company shall stand reduced from Rs. 4,89,81,000/- (divided into 48,98,100 equity shares of Rs. 10/- each) to Rs. 24,49,050/- (divided into 2,44,905 equity shares of Rs. 10/- each) by cancelling the balance share capital.

Accordingly, upon such reduction of share capital, the shareholders of the Company whose names appear on the Register of Members of the Company on the Record Date shall be issued **ONE** new equity share of the Company for every **TWENTY** equity shares held by them in the Company on the Record Date.

The calculation of revised structure of the paid up share capital of the Company shall be as under:

Sr.	Particulars	No. of Shares	Paid up Value per Share (Rs.)	Total Value (Rs.)
1	Before Reduction	20	10.00	200
2	Upon Reduction	1	10.00	10

3.2 No fractional certificates, entitlements or credits shall be issued or given by the Company in respect of the fractional entitlements, if any, to which the shareholders of the Company are entitled on the issue and allotment of new equity shares by the Company upon reduction of share capital in accordance with Clause 3.1 of this Scheme. The Board of Directors of the Company shall instead, round off such fractional entitlement to the nearest full digit, and accordingly issue new shares to the shareholders of the Company. The Board shall have full discretion to determine the number of such new shares to be allotted to all eligible shareholders of the Company, provided that the Board shall ensure that total number of new shares does not go beyond 2,44,905 as provided in Clause 3.1.2 in this Scheme.

3.3 The new equity shares issued and allotted by the Company in terms of Clause 3.1.2 of the Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Company, and shall

have the same rights and privileges of the earlier equity shares of the Company before reduction of share capital, except that the shareholders of the Company shall be entitled for voting rights and dividend on the reduced shares allotted to them in terms of Clause 3.1 of the Scheme.

- 3.4 The new equity shares of the Company issued in terms of Clause 3.1.2 of this Scheme shall; subject to the execution of the listing agreement, necessary compliances and payment of the appropriate fee be listed and/or admitted to trading on the Bombay Stock Exchange Limited where the shares of the Company are presently listed and/or admitted to trading. The Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said stock exchange.
- 3.5 The New Equity Shares allotted pursuant to Clause 3.1.2 of this Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.
- 3.6 Each of the shareholders of the Company holding shares in physical form shall have the option, exercisable by notice in writing by them to the Company on or before the Record Date, to receive the new equity shares of the Company, pursuant to the reduction of share capital, either in physical certificate form or in dematerialized form, in lieu of their existing shares in the Company in accordance with the terms hereof. In the event that such notice has not been received by the Company in respect of any of the members of the Company, the new shares of the Company shall be issued to such members in physical form. Those of the members of the Company who exercise the option to receive the shares in dematerialized form shall be required to have an account with a depository participant and shall provide full details thereof and such other confirmations as may be required in the notice provided by such shareholder to the Company. It is only thereupon that the Company shall issue and directly credit the demat/dematerialized securities account of such member with the new equity shares of the Company. The physical share certificates representing the equity shares of the Company shall stand

automatically and irrevocably cancelled on the issue of new equity shares by the Company in terms of Clause 3.1 of the Scheme.

- 3.7 Upon coming in to effect of the Scheme, the old share certificates of the Company shall stand cancelled, and the existing shareholders of the Company holding their share certificates in physical form shall surrender their respective existing share certificates for issuing to them the new share certificates against the reduced share capital.
- 3.8 Upon coming into effect of the scheme, the following accounting treatment shall be given in the books of accounts of the Company:
- 3.9 Share Capital Account shall be reduced by a sum of Rs. 4,72,96,200/- resulting into balance of Rs. 24,49,050/-.
- 3.10 Profit & Loss Account shall be reduced by a sum of Rs. 4,65,31,950/-.

4. AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

- 4.1 The proposed restructuring scheme does not provide for change in existing Objects Clause of the Memorandum of Association of the Transferee Company.

5. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE TRANSFEREE COMPANY:

- 5.1 The proposed restructuring scheme does not provide for change in Articles of Association of the Transferee Company.

6. APPLICATION TO TRIBUNAL:

The Company shall, with all reasonable dispatch, make all applications/petitions under the applicable provisions of the Act, to the National Company Law Tribunal, Ahmedabad Bench at Ahmedabad for sanctioning of the Scheme under the provisions of the law, and obtain all approvals as may be required under the law.

7. CONDITIONALITY OF THE SCHEME:

The Scheme is conditional upon and subject to:

- (a) The Scheme being agreed to by the requisite majority of the members of the Company as required under the Act and the requisite orders of the National Company Law Tribunal being obtained;
- (b) Such other sanctions and approvals including sanctions of any Government or regulatory authorities, creditor, lessor or contracting party as may be required by law being obtained; and
- (c) The certified copies of the Court orders referred to in this Scheme being filed with the Registrar of Companies, Gujarat.

8. OPERATIVE DATE OF THE SCHEME:

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

9. MODIFICATION / AMENDMENT TO THE SCHEME:

- 9.1 The Company and or any Director authorized in that behalf by the concerned Board of Directors (hereinafter referred to as "the Delegates") may make or assent from time to time on behalf of all persons concerned to any modifications or amendments of the Scheme or of any conditions or limitations which the Tribunal and/or any other authorities under law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deed, matters and things necessary for putting the Scheme into effect.
- 9.2 For the purpose of giving effect to the Scheme or to any modifications or amendments thereof or additions thereto, the Delegates of the Company or the Company may give and are

authorized to determine and give all such directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

10. EFFECTIVE THE SCHEME NOT SANCTIONED:

In the event of this Scheme not sanctioned by the tribunal or such other appropriate authority, the Scheme shall become null and void; and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person; and in such case, the Company shall bear its own costs.

11. EXPENSES CONNECTED WITH THE SCHEME:

All costs, charges and expenses, including any taxes and duties in relation to or in connection with this Scheme shall be borne and paid solely by the Company.

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OMKAR OVERSEAS LIMITED
Pooja K. Joshi
DIRECTOR/AUTHORIZED SIGNATORY