

OMKAR OVERSEAS LIMITED

Registered Office- 212, New Cloth Market, O/S. Raipur Gate, Raipur, Ahmedabad – 380 002

Phone No.: 91-79-22132078

E - mail: omkaroverseas212@gmail.com

Website: www.omkaroverseasltd.com

CIN: L51909GJ1994PLC023680

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THEIR MEETING HELD ON MONDAY, THE 14TH DAY OF NOVEMBER, 2022 WHICH COMMENCED AT 02:00 P.M. AND CONCLUDED AT 06:00 P.M FOR THE FINANCIAL YEAR 2022-2023 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 212, NEW CLOTH MARKET, O/S RAIPUR GATE, AHMEDABAD – 380 002

TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FOR RE-CLASSIFICATION OF MR. CHAMPALAL GOPIRAM AGRAWAL AND MS. POOJA SUMIT AGARWAL FROM 'PROMOTER AND PROMOTER GROUP' CATEGORY TO 'PUBLIC' CATEGORY.

The Board was informed of the request received by the Company on November 14, 2022, from Mr. Champalal Gopiram Agrawal and Ms. Pooja Sumit Agarwal ("Outgoing Promoters"), to re-classify their shareholding in the Company from the category of 'Promoter and Promoter Group' to the category of 'Public' shareholding. Further, the name of Mr. Champalal Gopiram Agrawal and Ms. Pooja Sumit Agarwal is requested to be removed from the 'Promoter and Promoter Group' of the Company.

The Board was informed that the Outgoing Promoters are not associated with the management of the Company in any manner and do not exercise any control over the Company, directly or indirectly and also not involved in the day-to-day business affairs of the Company.

The Board was also informed that the Outgoing Promoter satisfies all conditions with respect clause (i) to (vii) of the Regulation 31A(3)(b) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further, as per requirement of Regulation 31A(3)(c) of SEBI (LODR) Regulations, 2015, the Board also noted that:

- a. the Company is compliant with the minimum public shareholding requirements as required under regulation 38 of the Listing Regulations;
- b. trading in the equity shares of the Company have not been suspended by the stock exchanges where the equity shares of the Company is listed i.e. BSE Limited; and
- c. the Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

Accordingly, on the basis of the declaration & confirmation provided by the Outgoing Promoters and as per the requirements of Regulation 31A of SEBI (LODR) Regulations, 2015, the Board was of the view that the request made by the Outgoing Promoters for reclassification of its shareholding in the Company be accepted and approved; subject to the approval of the shareholders of the Company, Stock Exchange i.e. BSE Limited and any other consents and approvals which may be required in this regard.

No Directors of the Company are interested in this resolution.

The Board of Directors passed following Resolution as per above discussion:

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“RESOLVED THAT pursuant to the provisions of Regulation 31A and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) and subject to the approval of the shareholders of the Company, BSE Limited, and such other approvals as may be necessary, the request received from Mr. Champalal Gopiram Agrawal and Ms. Pooja Sumit Agarwal for re-classification of their shareholding in the Company from ‘Promoter and Promoter Group’ category to ‘Public’ category and removal of their name from ‘Promoter and Promoter Group’ of the Company, be and is hereby approved by the Board.

RESOLVED FURTHER THAT the consent be and is hereby accorded for taking the approval of the shareholders for the re-classification of the status of Mr. Champalal Gopiram Agrawal and Ms. Pooja Sumit Agarwal from ‘Promoter and Promoter Group’ category to ‘Public’ category and removal of their name from ‘Promoter and Promoter Group’ of the Company.

RESOLVED FURTHER THAT on receipt of the requisite approvals, the Company shall give effect of such re-classification in the shareholding pattern from the immediate succeeding quarter as per Regulation 31 of SEBI (LODR) Regulations, 2015, and the Company shall give effect in all concerned statutory records as deemed fit.

RESOLVED FURTHER THAT subject to the approval of the shareholders for the reclassification, Mr. Ramesh Deora (DIN: 01135440) or Mr. Bhanwarlal Sharma (DIN: 08552449) Directors of the Company, be and are hereby jointly and/or severally authorized to submit the applications for re classification to BSE Limited wherein securities of the Company are listed or any other regulatory body as may be required and to sign any documents, application, contracts, indemnity, agreements, undertakings and to sign, execute, endorse and to do all such acts, deeds, matters and things as they may, for the purpose of giving effect to the above resolutions.

RESOLVED FURTHER THAT any of the Director hereby authorised to submit a certified copy of the above resolution, to the concerned authorities with a request to act upon the same."

**// CERTIFIED TRUE COPY//
FOR OMKAR OVERSEAS LIMITED**

**RAMESH DEORA
CEO& DIRECTOR
(DIN: 01135440)**

