



ONE GLOBAL SERVICE PROVIDER LIMITED

(FORMERLY KNOWN AS OVERSEAS SYNTHETICS LIMITED)

28th ANNUAL REPORT

2019 - 2020



ONE GLOBAL SERVICE PROVIDER LIMITED

(Formerly known as Overseas Synthetics Limited)

(Corporate Identity Number: L74110GJ1992PLC017316)

ANNUAL REPORT 2019-2020

BOARD OF DIRECTORS

Chairman & Managing Director	: Mr. Vijay Nanaji Dhawangale*
Independent Director	: Mrs. Sudhir Deomanrao Thakre**
Additional Director	: Mr. Yogesh Khadikar***
Director	: Mrs. Sanjay Lalbhadur Upadhaya#
Additional Director	: Mr. Manjeet Sanjay Mehta##
Additional Director	: Ms. Jayesh Kulkarni***
Additional Director	: Ms. Megha Kamal Samdhani*#
Chief Financial Officer	: Mr. Ankitkumar Vishnubhai Nayak#*
Company Secretary	: Priyanka Garg***

*Appointed with effect from 24th October, 2019

** Appointed with effect from 3rd December, 2019

*** Appointed with effect from 15th September, 2020

Appointed with effect from 12th November, 2019

Appointed with effect from 30th July, 2020

*# Appointed with effect from 10th November, 2020

#* Appointed with effect from 30th November, 2020

Committees of the Board

1. Audit Committee

Name of Member	Position in Committee
Sudhir Thakre	Member (Chairperson)
Jayesh Kulkarni	Member
Yogesh Khadikar	Member

2. Nomination and Remuneration Committee

Name of Member	Position in Committee
Sudhir Thakre	Member (Chairperson)
Jayesh Kulkarni	Member
Yogesh Khadikar	Member

3. Stakeholders Relationship Committee

Name of Member	Position in Committee
Sudhir Thakre	Member (Chairperson)
Jayesh Kulkarni	Member
Yogesh Khadikar	Member

4. Risk Management Committee

Name of Member	Position in Committee
Manjeet Sanjay Mehta	Member (Chairperson)
Sanjay Lalbahadur Upadhyay	Member
Sudhir Thakre	Member

General Information of the Company

Statutory Auditor:

M/s. Shah Mehta & Bakshi Chartered Accountants,

2nd Floor, Prasanna House, Associated Society, Opposite Radha-Krishna Park, Akota, Vadodara-390020

Registrar & Transfer Agent:

MCS Shares Transfer Agent Limited Unit

Overseas Synthetics Limited 88 Sampatrao Colony, 1st Floor, Neelam Apartment, Above Chappanbhog Sweet, Alkapuri, Vadodara, Gujarat – 390007

Secretarial Auditor:

KH & ASSOCIATES, Practicing Company Secretaries

316, Phoenix Complex Sayajigunj, Vadodara -390005

Bankers:

Indian Overseas Bank Mehta Pole

Vadodara, Gujarat – 390006

One Global Service Provider Limited Registered & Corporate Office:

Block No. 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara

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ABOUT THE COMPANY:

One Global Service Provider Limited formerly known as "Overseas Synthetics Limited" is a Category "X" Company limited by Shares. It was established in the year 1992. It has been listed on the Bombay Stock Exchange since 1994. The Company carries business of processors, texturisers, spinners, weavers, silk, polyester etc. of all types of cloths etc. since its Incorporation.

In the recent years there has been a change in the Management of the Company. The Company has also changed its object from Cloth industry to the Healthcare industry wherein the Company is engaged in providing services related to health and Healthcare.



***(Formerly Known as
Overseas Synthetics
Limited)***



OUR VISION AND MISSION:

- ✓ To be a world leader in establishing optimum health across the life span of the citizens we serve.
- ✓ To make quality healthcare services and products available to all citizens across the globe and reduce per capita medical expenditure using innovative health technology.
- ✓ The Code of our belief is Diagnosis is not just a process; it is an intermediary link between health specialists and patients that alters the condition of illness to wellness and survival to prevention.

PERFORMANCE OF THE COMPANY:

- ✓ A leading provider in the field of Life Sciences and Healthcare Solutions across the globe. We have the expertise in mass screening, diagnostics and healthcare sciences which are used by eminent hospitals, healthcare professionals and government bodies.
- ✓ The Market Capitalization of the Company was reported as Rs. 1.35 Crores. The Company has been constantly striving to upgrade the Services and Products provided by it to all the Stakeholders.
- ✓ In today's new era of digital healthcare, we partner with the best by providing a single online platform with healthcare products ranging from medical devices to medical consumables. It's our trusted results that offer all clients - "A One-Stop Solution" under one roof and an easy access to quality healthcare products.



Our Management Team

Vijay Nanaji Dhawangale

Chairman & Managing Director

- Post graduate MBA qualification.
- Established Entrepreneur with post graduate MBA qualification having 25 + years of experience in IT and IT enabled Services for Government on projects involving innovation and Urban as well as Rural citizen outreach
- Appointed on the Board of OGSPL in October 2019.

Sudhir Deomanrao Thakre

Non-Executive Independent Director

- Mr. Sudhir Thakre is a retired IAS Officer having held various positions at different Government Offices and having wide experience in the area of Government Services.
- Appointed on the Board of OGSPL in December 2019.

Sanjay Lalbhadr Upadhaya

Director

- B.E. (Biomedical) specialization in Nuclear Medicine, MGM CET
- Professional with a vast experience over last 20 years in Medical Diagnostics and Health Technology.
- Also associated on the Boards of Companies like MLDC Healthcare Private Limited & Futurepath Academy Private Limited and Maharashtra Medical Tourism Services Limited
- Appointed on the Board of OGSPL in November 2019.

Manjeet Sanjay Mehta

Additional Director

- 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.

Yogesh Khadikar

Independent Director

- 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.
- 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 OG SPL in September 2020.

Jayesh Kulkarni

Independent Director

- PBM, IIM Bangalore , 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.
- Thirty three years of career distinguished by unique ability to build collaboration and motivate people, projects and organization to deliver growth in healthcare sector.

Megha Kamal Samdani

Independent Director

- 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.
- She addresses client challenges, combining critical thinking with knowledge of laws and provisions to build impactful solutions.

Chairman's Letter:

Dear Shareholder,

It gives me immense satisfaction to pen down this message as the Chairman of One Global Service Provider Limited. It has been an humbling journey for me personally to see One Global Service Provider Limited grow across India. Our Vision and Mission is to be a world leader in establishing optimum health across the life span of the citizens we serve and to make quality healthcare services and products available to all citizens across the globe and reduce per capita medical expenditure using innovative health technology. To be a leading provider in the field of Life Sciences and Healthcare Solutions across the globe.

With the above goal in mind, your Company has transitioned We have the expertise in mass screening, diagnostics and healthcare sciences which are used by eminent hospitals, healthcare professionals and government bodies.

We have incurred losses in the Financial Year 2019-20 in the object stated earlier since the Incorporation of the Company. The Company has recently changed its Object and entered in the industry of Healthcare with the experienced Board who are associated with the Healthcare sector since many years. In the beginning phase, the performance of the Company is not remarkable but I am sure we will grow and achieve the success the market.

In today's new era of digital healthcare, we partner with the best by providing a single online platform with healthcare products ranging from medical devices, equipment's to medical consumables and reagents. It's our trusted results that offer all clients - "A One-Stop Solution" to receiving the best possible services under one roof by offering an easy access to quality healthcare products.

We believe, there are all kinds of right but the right to health is one of the most imperative. Anthis compels us to bring world class health services and products to your doorstep. Accuracy, Affordability and Accessability in our DNA makes us health-centric.

On behalf of the Board of Directors of One Global Service Provider Limited, I thank all our shareholders, employees, bankers and various stakeholders for the trust and confidence shown in us and we look forward to your continued support.

Thank You!

Sd/-

Vijay Nanaji Dhawangale
Chairman & Managing Director
One Global Service Provider Limited
(Formerly known as Overseas Synthetics Limited)

DIRECTORS REPORT

To,
The Members
One Global Service Provider Limited

Your Directors have pleasure in presenting the 28th Annual Report on the Company's business and operations, together with the Audited Financial Statements for the Financial Year ended 31st March, 2020 and other accompanying reports, notes and certificates.

FINANCIAL HIGHLIGHTS

The Financial highlights of the Company for the year ended March 31, 2020 are as follows:

Particulars	Figures (in Lakhs)	
	Year Ended March 31, 2020	Year Ended March 31, 2019
Gross Sales	-	171.36
Other Operating Income	-	18.00
Total Revenue	0.15	189.36
Less: Total expenses	30.39	162.56
Profit/(Loss) before Exceptional and Extraordinary items and Tax	(30.24)	26.73
Exceptional Items	-	-
Extraordinary Items	-	-
Profit/(Loss) before Tax	(30.24)	26.73
Tax Expenses	-	-
Profit/ (Loss) for the year	(30.24)	26.73

The Company has reported net Loss of INR 30.24 Lakhs during the year under review as compared to Profit of INR 26.73 Lakhs in the previous year. The loss incurred during the year under review is attributed to the Change in object of the Company in the FY 2019-20 with effect from January 27, 2020, the Shareholders approved the Change in object and Change in name of the Company in the month of January. Previously the Company, as per their Memorandum of Association, was into carrying the business of manufacturing, spinning etc of synthetic fibres. After the change in object the Company shifted to the Healthcare Industry.

DIVIDEND & APPROPRIATIONS

Your Company incurred a loss in the Financial year 2019-20 due to which the Board of the Company did not recommend any dividend for the year under review.

UNPAID DIVIDEND & IEPF:

The Company is not required to transfer any amount to IEPF Account

TRANSFER TO RESERVES

In the absence of Profits, there has been no transfers to the General Reserve of the Company for the year under review.

SHARE CAPITAL

Authorized Capital:

The Authorized Share capital of the Company in the previous year as on March 31, 2019 was INR 9,00,00,000. The Company had increased its Authorised share Capital from INR 9,00,00,000 to INR 25,00,00,000 with effect from January 7, 2020 wherein the shareholders had approved the increase in Authorised Share Capital of the Company by INR 16,00,00,000.

Issued, Subscribed and Paid-up Capital:

The Issued, Subscribed and Paid-up Capital of the Company is INR 7,10,47,000. No change in the Issued, Subscribed and Paid-up Capital is made during the year under review.

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES

Sr. No.	Name of Company	Subsidiary / Joint Venture / Associate Company	Date of becoming of Subsidiary / Joint Venture / Associate Company
-	-	-	-

Statement Containing Salient Features of Financial Statements of Associate Company:

Your Company is not having any Associate Company and hence the statement containing the salient feature of the financial statement of a company's associate Company under the first proviso to subsection (3) of section 129 in the prescribed Form AOC-1 does not form part of Directors' Report.

Details of New Subsidiary/ Joint Ventures/Associate Companies:

There are no new Subsidiary/Joint Ventures/Associate Companies of the Company during the year under review.

Details of the Company who ceased to be its Subsidiary/ Joint Ventures/ Associate Companies:

Sr. No.	Name of Company	Subsidiary / Joint Venture / Associate Company	Date of cessation of Subsidiary / Joint Venture / Associate Company
-	-	-	-

BOARD OF DIRECTORS, MEETINGS AND ITS COMMITTEES:

Change in Directors and Key Managerial Personnel:

During the period under review the following changes took place in the Composition of Board of Directors and Key Managerial Personnel of the Company:

In terms of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act'), **Mr. Sanjay Lalbahadur Upadhyay** (DIN: 07497306) retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Resignations

1. **Ms. Vanita Mansukh Parmar** and **Mr. Samirkumar Bharatbhai Sampat** resigned from the post of Independent Director with effect from 23rd October, 2019.
2. **Mr. Rajnish Tiwari** resigned from the post of Independent Director with effect from 18th October, 2019.
3. **Mrs. Harsha J Ghelani** resigned from the post of Additional Director with effect from 24th December, 2019.
4. **Mr. Kamalkumar Aggarwal**, **Mr. Naresh Goyal** and **Mrs. Minal Aggarwal** and **Mr. Shubharangana Nareshkumar Goyal** resigned from the post of Director with effect from 20th August, 2020.
5. **Ms. Nivedita Jain** resigned from the post of Company Secretary with effect from 13th April, 2019.
6. **Mr. Ashesh Sheth** has resigned from the post of CFO with effect from 07th October, 2020.
7. **Mrs. Roshni Jigar Shah** resigned from the post of Company Secretary with effect from 31st July, 2020.

Appointments

1. **Mr. Vijay Nanaji Dhawangale** appointed as Managing Director with effect from 24th October, 2019.

2. **Mr. Ashesh Sheth** appointed as CFO (KMO) with effect from 23rd April, 2019.
3. **Mr. Sanjay Upadhya** appointed as Director with effect from 12th November, 2019.
4. **Mr. Sudhir Thakre** appointed as Director with effect from 3rd December, 2019.
5. **Mr. Yogesh Khadikar** and **Mr. Jayesh Kulkarni** appointed as Additional Independent Director with effect from 15th September, 2020 and will be regularised as Independent Director in ensuing Annual General Meeting to be conducted for the Financial Year 2019-20.
6. **Mrs. Roshni Jigar Shah** appointed in the post of Company Secretary with effect from 10th September, 2019.
7. **Mrs. Manjeet Sanjay Mehta** appointed in the post of Additional Director with effect from 30th July, 2020.
8. **Ms. Priyanka Garg** appointed as Company Secretary and Compliance Officer with effect from 20th August 2020.

Meetings of the Board of Directors:

During the year under review, 10 (Ten) Meeting of the Board of Directors were held on 23rd April 2019, 26th April 2019, 27th May 2019, 13th August 2019, 29th August 2019, 10th September 2019, 24th October, 2019, 12th November, 2019, 3rd December, 2019 and 13th February, 2020 in accordance with the provisions of the Companies Act, 2013 and rules made there under and the applicable secretarial standards.

The details of attendance of each Director at above Meetings are provided as below:

Sr. No.	Name of the Director	No. of Board Meetings entitled to attend as a Director	No. of Board Meetings attended
1.	Kamalkumar Rajendra Aggarwal	10	10
2.	Naresh Vijaykumar Goyal	10	10
3.	Minal Kamal Aggarwal	10	10
4.	Shubharangana Nareshkumar Goyal	10	10
5.	Vanita Mansukh Parmar	6	6
6.	Samirkumar Bharatbhai Sampat	6	6
7.	Rajnish Tiwari	6	6
8.	Mrs. Harsha J Ghelani	6	6
9.	Vijay Nanaji Dhawangale	3	3
10.	Sudhir Deomanrao Thakre	1	1
11.	Sanjay Lalbhadr Upadhaya	2	2

Committees of Board:

The provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulation, 2015 have prescribed and mandated

forming of Committees of the Board for efficient working and effective delegation of work and to ensure transparency in the practices of the Company. Accordingly, the Committees formed by the Board are as follows:

I. Audit Committee:

Pursuant to Section 177 of the Companies Act, the Board has formed an Audit Committee. The details of which is disclosed herewith.

The Audit Committee of your Company was formed with the purpose of ensuring Transparency, Efficiency & Accountability in the transactions of the Company. Further to recommend Appointment & Remuneration of the Statutory Auditors of the Company, examining the Financial Statements, approving Related Party transactions, carrying out valuation of various Undertakings/Assets of the Company etc.

Reconstitution of Audit Committee during the year under review took place in the following manner:

Mr. Samirkumar Bharatbhai Sampat & Mrs. Vanita Mansukh Parmar resigned from the post of Independent Director with effect from 23.10.2019.

Mr. Rajnish Tiwari resigned from the post of Independent Director with effect from 18.10.2019.

Further, Mr. Sudhir Thakre, appointed as Independent Director with effect from 03.12.2019.

Mr. Jayesh Kulkarni and Mr. Yogesh Khadikar was appointed as an Additional Director w.e.f. 15th September, 2020 and it is proposed to Regularize the above Directors as Independent Directors in the Annual General Meeting to be held on 23rd December, 2020.

Consequent to the appointment of Mr. Mehta on the Board of the Company the Audit Committee was reconstituted w.e.f. 15th September, 2020 with the following composition -

Sr. No.	Name of the Member	Designation
1.	Sudhir Thakre	Member (Chairperson)
2.	Jayesh Kulkarni	Member
3.	Yogesh Khadikar	Member

The Audit Committee is constituted and has met Two times during the Financial Year 2019- 20 on 27th May 2019, 13th August 2019.

II. Nomination and Remuneration Committee:

The Company pursuant to Section 178(1) of the Companies Act, 2013 has formed the Nomination and Remuneration Committee. The details of which is disclosed herewith. The policy is available on the following web-link of the Company:

<http://onegsp.smartwareinternational.ae/>

The Committee is, inter-alia has been formed to identify persons who are qualified to become Directors of the Company and who may be appointed in the Senior Management along with the evaluation of Directors performance, formulating criteria for determining positive attributes and independence of a Director and recommending policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees and granting of Employee Stock Options to eligible employees.

Mr. Samirkumar Bharatbhai Sampat & Mrs. Vanita Mansukh Parmar resigned from the post of Independent Director with effect from 23.10.2019.

Mr. Rajnish Tiwari resigned from the post of Independent Director with effect from 18.10.2019.

Further, Mr. Sudhir Thakre, appointed as Independent Director with effect from 03.12.2019.

Mr. Jayesh Kulkarni and Mr. Yogesh Khadikar was appointed as an Additional Director w.e.f. 15.09.2020 and it is proposed to Regularize the above Directors as Independent Directors in the Annual General Meeting to be held on 23rd December, 2020.

Consequent to the appointment of Mr. Yogesh Khadikar and Mr. Jayesh Kulkarni on the Board of the Company the nomination and remuneration Committee was reconstituted w.e.f. 15th September, 2020 with the following composition -

Sr. No.	Name of the Member	Designation
1.	Sudhir Thakre	Member (Chairperson)
2.	Jayesh Kulkarni	Member
3.	Yogesh Khadikar	Member

The Nomination and Remuneration Committee is constituted and has met twice during the Financial Year 2019-20 on 23rd April 2019, 10th September 2019,

III. Stakeholders Relationship Committee/ Shareholders Grievance Committee:

The Board has in accordance with the provisions of Section 178(5) of the Companies Act, 2013 constituted Stakeholder Relationship Committee. The details of which is disclosed herewith.

The Stakeholders Relationship Committee has been formed to resolve the grievances of various stakeholders of the Company. Its scope of work includes overseeing the performance of the RTA and take note of the complaints received, issuing of duplicate share certificates in case of

loss/ theft or torn certificate, redressal of issues related to non-receipt of dividend/Annual report, etc

The Committee, inter alia, started overseeing and reviewing all matters connected with the shares and looks into shareholders complaints.

No complaints were received by the Company from the shareholders / investors during the Financial Year 2019-20 and no investor complaints were outstanding as on 31st March 2020 and no requests for transfer of shares were pending for approval.

Reconstitution of Stakeholders Relationship Committee during the year under review took place in the following manner:

Mr. Samirkumar Bharatbhai Sampat & Mrs. Vanita Mansukh Parmar resigned from the post of Independent Director with effect from 23.10.2019.

Mr. Rajnish Tiwari resigned from the post of Independent Director with effect from 18.10.2019.

Further, Mr. Sudhir Thakre, appointed as Independent Director with effect from 03.12.2019.

Mr. Jayesh Kulkarni and Mr. Yogesh Khadikar was appointed as an Additional Director w.e.f. 15.09.2020 and it is proposed to Regularize the above Directors as Independent Directors in the Annual General Meeting to be held on 23rd December, 2020.

Consequent to the appointment of Mr. Jayesh Kulkarni and Mr. Yogesh Khadikar on the Board of the Company the Stakeholders relationship Committee was reconstituted w.e.f. 15th September, 2020 with the following composition

Sr. No.	Name of the Member	Designation
1.	Sudhir Thakre	Member (Chairperson)
2.	Jayesh Kulkarni	Member
3.	Yogesh Khadikar	Member

The Stakeholders Relationship Committee is constituted and has met Once during the Financial Year 2019-20 on 27th May 2019.

IV. Risk Management Committee:

According to the Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, a Risk Management Committee is to be formed by the top 500 listed Companies based on market capitalization. However, One Global Service Provider Limited does not fall under the

threshold. But the Board has opted mandatorily to form the Committee in order to cover the short-comings and secure the position of the Company. The details of the Committee are disclosed herewith.

With a view to control various risks associated with, market fluctuations, change in government policies etc, a policy to identify, prevent and hedge uncertain risks & losses have

been formulated; effective means of identifying, measuring and monitoring credit exposures incurred

by the Company were also formulated. The Risk Management Committee was formed to formulate & supervise the implementation of this policy, to develop effective surveillance techniques, monitor the external Business environment etc.

Reconstitution of Risk Management Committee during the year under review took place in the following manner:

Sr. No.	Name of the Member	Designation
1.	Sudhir Thakre	Member (Chairperson)
2.	Jayesh Kulkarni	Member
3.	Yogesh Khadikar	Member

Independent Directors' Declaration:

The Independent Directors have given declarations that they meet the criteria of independence as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the year from 01.04.2019 to 31.03.2020 the Separate Meeting of Independent Directors met as on 23rd April, 2019.

The Board of Director declares that the Independent Directors in the opinion of the Board are:

- Persons of integrity and they possess relevant expertise and experience;
- Not a promoter of the Company or its holding, subsidiary or associate company;
- Have/had no pecuniary relationship with the company, its holding, subsidiary or associate company or promoter or directors of the said companies during the two immediately preceding financial year or during the current financial year;
- None of their relatives have or had pecuniary relationship or transactions with the company, its holding, subsidiary or associate company or promoter or directors of the said companies amounting to two percent or more of its gross turnover or total income or fifty lakh rupees

whichever is lower during the two immediately preceding financial years or during the

current financial year.

e) who, neither himself nor any of his relatives—

- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be

appointed, of –

- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
- (iii) holds together with his relatives two per cent. or more of the total voting power of the company; or
is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five percent. or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
- (iv) Possess such other qualifications as prescribed in Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Evaluation By Independent Director:

In a separate meeting of Independent Directors held on 23rd April, 2019 , performance of non- independent directors, performance of the Board as a whole and performance of the Chairman was evaluated.

Familiarization Program for Independent Directors

The Company has a detailed familiarization Program for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such Program are available on the web-link:

<http://onegsp.smartwareinternational.ae/>

The Vigil Mechanism/ Whistle Blower Policy:

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy & Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 for reporting the genuine concerns or grievances or concerns of actual or suspected, fraud or violation of the Company's code of conduct. The said Mechanism is established for directors and employees to report their concerns. The policy provides the procedure and other details required to be known for the purpose of reporting such grievances or concerns.

CORPORATE GOVERNANCE REPORT

The paid up share capital of Company is below Rs. 10 crore and net worth is below Rs. 25 crore as per last audited balance sheet as on 31st March, 2019 and therefore, the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D, and E of schedule V of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 as notified by Securities and Exchange Board of India vide

notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 is not applicable to Company.

POLICIES AND PROCEDURES

Risk Management Policy:

The Company has a robust Policy to identify, evaluate business risks and opportunities. This strategy seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage and helps in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for different business segments.

Corporate Social Responsibility Policy:

The provision of Companies Act, 2013 regarding Corporate Social Responsibility were not attracted to the company for the Financial year 2019-20.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO [SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo etc. are furnished in "Annexure -I" which forms part of this Report.

OTHER STATUTORY DISCLOSURES

Extract of Annual Return:

Pursuant to the provisions of Section 92(3) of the Act and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT 9 is annexed as "Annexure - II"

Disclosure of Remuneration paid to Director and Key Managerial Personnel and Employees:

The details with regard to payment of remuneration to Director and Key Managerial Personnel pursuant to Section 197(12) of Companies Act, 2013 is provided in separate annexure to the Report as "Annexure-III".

Remuneration to Employees:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Particulars of contracts or arrangements with related parties:

All Transactions/Contracts/Arrangements entered into by the Company with Related Party (ies) as provided under the provisions of Section 2(76) of the Companies Act, 2013, during the Financial Year under review were in ordinary course of business and on an Arm's Length Basis.

Further, none of these Contracts / Arrangements / Transactions with Related Parties could be considered material in nature as per the thresholds given in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no disclosure is required to be given in this regard. The details are disclosed in Form AOC-2 which is annexed as "Annexure-IV" to this report.

Particulars of Loan, Guarantee and Investments under Section 186 of the Act:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of Financial Statements provided in this Annual Report

Deposits:

The Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Insurance:

The assets of your Company are adequately insured. Your Company has also taken out suitable cover for Public Liability.

Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under for prevention and Redressal of complaints of sexual harassment at workplace. The objective of this policy is to lay clear guidelines and provide right direction in case of any reported incidence of sexual harassment across the Company's offices and take appropriate decision in resolving such issues.

During the financial year 2019-20, the Company has not received any complaint on sexual harassment.

Material changes and commitments affecting the Financial position of the Company:

During the period under review from April 01, 2019 to March 31, 2020, there were some material changes and commitments undertaken by the Company which affected the financial position of the Company. Following changes occurred in the period under review:

1. Change in Object of the Company and consequent name change of the Company. The Company was earlier in the business of manufacturing and processing synthetic fibers whereas with effect from January 2020, the Memorandum of Association of the Company was altered to incorporate shift in new business activity. The Company is now providing healthcare services. The name of your Company was 'Overseas Synthetics Limited' and now it has been changed to 'One Global Service Provider Limited'.

The Company has received a Certificate from MCA with regards to change in Object and in-principal approval of SEBI has also been obtained with regards to Change in name of the Company.

2. Change in Management –

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.

Significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and Company's Operations in Future:

As per the information available with the Board of Directors, there were no such orders passed against the Company.

Change in the Nature of Business

There was a change in the nature of business during the year under review. The Company was earlier in the business of manufacturing and processing synthetic fibers whereas with effect from January 2020, the Object clause of Memorandum of Association of the Company was altered to incorporate shift in new business activity. The Company is now providing healthcare services.

Change in Capital Structure

There was an increase in the Authorised Share capital of the Company during the period under review. The Authorised Share Capital of the Company as on March 31, 2020 stands at INR 25,00,00,000.

Internal Financial Control Systems and their adequacy

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self- assessment, continuous monitoring by functional experts as well as

testing of the internal financial control systems by the internal auditors during the course of their audits.

We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

Disclosure Under Section 43(A)(ii) Of The Companies Act, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43 (a) (ii) of the Act read with Rule 4 (4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Disclosure Under Section 54(1)(D) Of The Companies Act, 2013

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Disclosure Under Section 62(1)(B) Of The Companies Act, 2013

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62 (1) (b) of the Act read with Rule 12 (9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Disclosure Under Section 67(3) Of The Companies Act, 2013

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67 (3) of the Act read with Rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

Impact Of Covid-19

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company Significantly. The Company started resuming operations in its manufacturing plants and warehouses after taking requisite permissions from Government authorities. Standing by its core commitment, the Company is navigating through these unprecedented times by building stronger and deeper relationships with consumers and its partners. The Company is supporting various Government Initiatives and helping communities around to fight the pandemic. Detailed information on the same has been included under the Management Discussion & Analysis report forming part of this Annual Report.

Management Discussion And Analysis:

The Management Discussion and Analysis Report on the operations of the Company as required pursuant to Part B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **Annexure – V** and forms part of this Report.

Secretarial Standards of ICSI

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

Industrial Relations

The relationship with the workmen and staff remained cordial and harmonious during the year and the management received full cooperation from the employees. The Company continues to focus on extensive training and developmental activities and efficiency and quality improvement initiatives.

AUDITORS

Statutory Auditors:

M/s. Shah Mehta & Bakshi, Chartered Accountants (Firm Registration No. 103824W) have been appointed as the Statutory Auditors of your Company for a tenure of 5 (Five) years with effect from 29th September 2017.

The Auditor's report given by M/s. Shah Mehta & Bakshi, Statutory Auditors, on the Financial Statements of your Company, for the year ended March 31, 2020, forms part of the Annual Report. There is no qualification, reservation or adverse remark or any disclaimer in their Report.

In accordance with the Section 40 of the Companies (Amendment) Act, 2017 (corresponding to Section 139 of the Act), the requirement of ratification of the appointment of the Statutory Auditor in every Annual General Meeting of the Company during the tenure of appointment has been dispensed with. Hence, the matter has not been placed as an agenda item in the AGM Notice for the approval of the shareholders.

Auditors' Observations and Directors' Comments:

The auditor's report does not contain any qualifications, reservation or adverse remarks.

Details in Respect of frauds reported by the Auditors Under Section 143(12) of Companies Act, 2013:

There are no frauds reported by the Auditor which are required to be disclosed under Section 143(12) of Companies Act, 2013.

Secretarial Auditor:

The Company has appointed M/s. KH and Associates, Practicing Company Secretaries, as a Secretarial Auditor of the Company, according to the provision of Section 204 of the Companies Act, 2013 read with Companies Rules for the purpose of conducting Secretarial Audit of Company for the Financial year 2019-20. The Report of the Secretarial Audit is annexed herewith as **Annexure VI**.

Pursuant to section 134(3)(e) and all other relevant provisions of the Companies Act, following are the remarks of the Board on the qualification observed by the Secretarial Auditor by the Company.

S.No	Particulars of Observation	Explanation by Board
1.	Maintainence of a functional Website	The company is under process of updating its website
2.	Name change not updated with Bombay Stock Exchange	Company has changed its name from OVERSEAS SYNTHETICS LIMITED to ONE GLOBAL SERVICE PROVIDER LIMITED and it is updated in the records of the Registrar of companies but it is not updated in the records of the stock exchange , however the company has intimated about the same to the stock exchange
3.	Constitution of Board of Directors	The delay in appointment of directors on the board, was majorly due to the shift in the business of the Company during the previous Financial year and the same has been complied with.

Internal Audit And Internal Control Systems:

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. Your Company has adequate internal controls for its business processes across departments to ensure efficient operations, compliance with internal policies, applicable laws and regulations, protection of resources and assets and appropriate reporting of financial transactions.

The Company has Internal Audit function which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It comprises of experienced professionals who conduct regular audits across the Company's operations. The Company has also appointed a firm of Chartered Accountants as Internal Auditors, who reviews the various functions of the Company thoroughly and report to the Audit Committee. During the year under review, the Risk Management Committee of the Company had reviewed the new requirement of Internal Control over Financial Reporting ("ICOFR") and finalized the detailed analysis of key processes, and these were presented for review by the Statutory Auditors. The control mechanism and the process of testing of controls were discussed with the Statutory Auditors. The Statutory Auditors have submitted their report on the Internal Financial Controls which forms an integral part of this Report.

The adequacy of the same has been reported by the Statutory Auditors of your Company in their report as required under the Companies (Auditor's Report) Order, 2003.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading pursuant to new SEBI (Prohibition & Insider Trading) Regulation 2015 in place of SEBI (Prohibition & Insider Trading) Regulation 1992 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the Code. All Directors and the designated employees have confirmed compliance with the Code.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to information and explanation obtained by them, confirm that:

- (a) In the preparation of the annual accounts for the year ended on 31st March 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair

view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;

- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

ACKNOWLEDGEMENTS:

The Board of Directors are grateful for the co-operation and support from the Bankers, clients and other business partners. The Board takes this opportunity to express their sincere appreciation for the excellent patronage, total commitment, dedicated efforts of the executives and employees of the Company at all levels.

Your Directors would like to express their gratitude to the Members and are deeply grateful to them for reposing their confidence and faith in the Company.

The Directors wish to place on record their sincere appreciation of the valuable services rendered by the employees to the Company.

APPRECIATION

The Directors wish to convey their appreciation to all of the Company's employees for their enormous personal efforts as well as their collective contribution to the Company's performance. The Directors would also like to thank the shareholders, customers, dealers, suppliers, bankers, Government and all the other business associates for the continuous support given by them to the Company and their confidence in its management.

For and on behalf of the Board of Directors of

One Global Service Provider Limited

(Formerly Known as Overseas Synthetics Limited)

Sd/-

Vijay Nanaji Dhawangale
Managing Director
DIN: 01563661

Date: 30th November, 2020

Place: Mumbai

Annexure – I

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

(A) Conservation of Energy:

Steps taken or impact on conservation of energy	Your Company have initiated appropriate measures to conserve energy. The Company has always been conscious about the need for conservation of energy.
Steps taken by the Company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment	

(B) Technology Absorption:

Efforts made towards technology absorption	The Company has not undertaken steps towards Technology absorption but is in the process of planning investment in the same.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
● Details of technology imported	Nil
● Year of import	Not Applicable
● Whether the technology has been fully absorbed	Not Applicable
● If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

(C) Foreign Exchange Earnings and Outgo:

	April 01, 2019 to March 31, 2020 [Current F.Y.]	April 01, 2018 to March 31, 2019 [Previous F.Y.]
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	-	-

***There was no foreign exchange earning and outgo during the year under review**

For and on behalf of Board of One Global Service Provider Limited

(Formerly Known as Overseas Synthetics Limited)

Sd/-

Vijay Nanaji Dhawangale

Managing Director

DIN: 01563661

Date: 30th November, 2020

Place: Mumbai

Annexure-II

ANNEXURES TO THE DIRECTORS' REPORT

Form No.

MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	:	L24200GJ1992PLC017316
(ii)	Registration Date	:	17/03/1992
(iii)	Name of the Company	:	One Global Service Provider Limited (Formerly known as Overseas Synthetics Limited)
(iv)	Category / Sub-Category of the Company	:	Company Limited by Shares (Non-Government Company)
(v)	Address of the Registered office and contact details	:	Block No. 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara - 391775 Contact Details: 0265-2981195/0265-2983754 Email ID: overseassltd@gmail.com
(vi)	Whether Listed Company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. MCS Shares Transfer Agent Limited 88, Sampatrao Colony, 1st Floor, Neelam Apartment, Above Chappanbhog Sweet, Alkapuri, Vadodara – 390007. Contact Details: 0265-2350490 Fax No. 0265-2341639 E-mail: mcsltdbaroda@gmail.com

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Wholesale of industrial chemicals	46691	100%
2.	Healthcare Services	86100	0%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
-	-	-	-	-	-

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/HUF	1447343	-	1447343	20.36	2396432	-	2396432	29.51	9.15
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt. (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Banks / FI	-	-	-	-	-	-	-	-	-

Sub-total (A1): -	1447343	-	-	20.36	2396432			29.51	9.15
(2) Foreign									
a. NRIs - Individuals	-	-	-	-	-	-	-	-	-
b. Other – Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp*	-	-	-	-	-	-	-	-	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
Sub-total (A2): -	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A1)+(A2)	1447343			20.36	2396432			29.51	9.15
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks / FI	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIIs	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify) if Any	-	-	-	-	-	-	-	-	-

Sub-total (B1):	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a. Bodies Corp	401629	146710	548339	7.72	11934	146710	158644	2.23	(5.49)
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-
i. Individual Shareholders holding nominal share capital upto Rs. 1 lakh	649443	818396	1467839	20.66	2823937	-	-	19.49	(1.17)
ii. Individual	3049286	-	-	42.92	2823937	-	-	39.75	(3.17)
Shareholders holding nominal share capital in excess of Rs. 1 lakh									
c. Others (specify) if Any	-	-	-	-	-	-	-	-	-
HUF	23200	-	23200	0.33	72472	-	72472	1.02	0.69
NRI	15300	553400	568700	8	15300	553400	568400	8	-
Sub-total (B2):-	3945833	1711531	5657364	79.63	3302107	3302107	5008275	70.49	9.14
Total Public Shareholdin	3945833	1711531	5657364	79.63	3302107	3302107	5008275	70.49	9.14

g (B)=(B1)+(B2)									
C. Shares held by Custodian for ADRs & GDRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5393176	1711531	7104707	100%	5398539	1706168	7104707	100%	-

i) *Shareholding of Promoters*

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Kamal Rajendra Aggarwal	168411	2.37	-	0	0	-	(2.37)
2.	Minal Kamal Aggarwal	291967	4.11	-	0	0	-	(4.11)
3.	Shubhangana Naresh Goyal	106026	1.49	-	0	0	-	(1.49)
4.	Navdeep Naresh Goyal	160928	2.27	-	0	0	-	(2.27)
5.	Naresh Vijaykumar Goyal	720011	10.13	-	0	0	-	(10.13)
6.	Vijay Nanaji Dhawangale	NA	NA	NA	1051021	14.79	-	14.79
7.	Sona V Dhawangale	NA	NA	NA	1045411	14.71	-	14.71

ii) *Change in Promoters' Shareholding (please specify, if there is no change):*

Sr. No.	Name of the Promoter	Shareholding at the beginning of the year		Change in the Shareholding during the year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	Increase	Decrease	No. of Shares	% of total Shares of the Company
1.	Kamal Rajendra Aggarwal	168411	2.37	-	(168411)	0	0
2.	Minal Kamal Aggarwal	291967	4.11	-	(291967)	0	0
3.	Shubhangana Naresh Goyal	106026	1.49	-	(106026)	0	0
4.	Navdeep Naresh Goyal	160928	2.27	-	(160928)	0	0
5.	Naresh Vijaykumar Goyal	720011	10.13	-	(720011)	0	0
6.	Vijay Nanaji Dhawangale	NA	NA	1051021	-	1051021	14.79
7.	Sona V Dhawangale	NA	NA	1045411	-	1045411	14.71

iii) Shareholding Pattern of top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders*	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Sanjay Naraindas Kirpalani	550400	7.74	550400	7.74
2.	Indrajit Yashwant Shinde	0	0	304667	4.28
3.	Saurabh V Mahurkar	300000	4.22	300000	4.22
4.	Sarang Arun Landge	219618	3.09	291388	4.22
5.	Purva S Patil	300000	4.22	300000	4.22
6.	Nikhil Karkera	300000	4.22	300000	4.22
7.	Kripa Rohit Patel	131538	2.24	291388	4.01
8.	Sushma Deepak Kanse	100000	1.40	267441	3.76
9.	Imran Mushtak Shaikh	130000	1.82	224562	3.16
10.	Maharshi Bharat Shah	124400	1.75	124400	1.75

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

*The Transfers during the year is not provided in the above table as the same is pending from our RTA's side

iv) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Promoter	Shareholding at the beginning of the year		Change in the Shareholding during the year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	Increase	Decrease	No. of Shares	% of total Shares of the Company

1.	Kamal Rajendra Aggarwal	168411	2.37	-	(168411)	0	0
2.	Naresh Vijaykumar Goyal	70011	10.13	-	(70011)	0	0
3.	Minal Kamal Aggarwal	291967	4.11	-	(291967)	0	0
4.	Shubharangana Naresh Goyal	106026	1.49	-	(106026)	0	0
5.	Vijay Nanaji Dhawangale	290000	4.08	761021		1051021	0
6.	Sudhir Deomanrao Thakrey	-	-	-	-	-	-
7.	Sanjay Lalbahadur Upadhaya	-	-	-	-	-	-

III. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	18,13,000		
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18,13,000	-	-
Change in Indebtedness during the financial year				
Addition	-	22,50,000	-	-
Reduction	-	(17,00,000)	-	-
	-	-	-	-
Net Change	-	5,50,000	-	-
Indebtedness at the end of the financial year				
i. Principal Amount	-	23,63,000	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	23,63,000		

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager
-	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
	Stock Option	-
	Sweat Equity	-
	Commission - as % of profit - Others, specify...	-
	Others, please specify	-
	Total (A)	-
	Ceiling as per the Act	-

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors [INR]			Total Amount [INR]
		-	-	-	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-

3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	-	-	-	-
	- Others, specify...				
5	Others, please specify	-	-	-	-
	Total				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel				Total Amount
		CEO	Company Secretary (Roshni Shah)*	Company Secretary (Nivedita Jain)**	CFO	
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	236800	20000	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-		-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-		-	-
	Stock Option	-	-		-	-
	Sweat Equity	-	-		-	-
	Commission - as % of profit - Others, specify...	-	-		-	-
	Others, please specify	-	-		-	-
	Total	NA	236800	20000	NA	256800

*Ms. Roshni Shah was appointed with effect from 10th September, 2020, thus remuneration is reflecting in the table from date of Appointment.

**Ms. Nivedita Jain resigned from the post of Company Secretary with effect from 13th April, 2019. Thus the remuneration reflecting in the table is upto her Resignation date.

V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority [RD/NCLT/ Court]	Appeal Made, if any
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of Board of

One Global Service Provider Limited

(Formerly Known as Overseas Synthetics Limited)

Sd/-

Vijay Nanaji Dhawangale

Managing Director

DIN: 01563661

Date: 30/11/2020

Place: Mumbai

Annexure III

Statement of Disclosure of Remuneration

[Pursuant to Section 197(12) of the Companies Act, 2013 r/w Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014]

1. The percentage increase in remuneration of the Executive Directors, Chief Financial Officer and the Company Secretary during the Financial Year 2019-20, the ratio of remuneration of each of the Director to the median remuneration of the employees of the Company for the Financial Year under review and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company are given below:
- 2.

Sr. No	Name	Designation	Remuneration for F.Y. 2019-20 (in Rs.)	% increase in the remuneration for Financial Year 2019-20	Ratio of remuneration of Director to median remuneration of employees
1.	Mr. Kamalkumar Aggarwal*	Managing Director	Nil	NA	NA
2.	Mrs. Minal Aggarwal**	Director	Nil	NA	NA
4.	Mr. Naresh Goyal***	Director	Nil	NA	NA
5.	Mrs. Shubharangana Nareshkumar Goyal#	Director	Nil	NA	NA
6.	Mr. Vijay Nanaji Dhawangale##	Managing Director	Nil	NA	NA
7.	Mr. Sudhir Deomanrao Thakre###	Independent director	Nil	NA	NA
8.	Mr. Sanjay Lalbahadur Upadhyay#*	Executive Director	Nil	NA	NA
8.	Mr. Ashesh Bhupeshkumar	CFO	Nil	NA	NA

	Sheth#**				
9.	Ms. Roshni Shah#***	Company Secretary	2,36,800	NA	NA
10.	Ms. Nivedita Jain#****	Company Secretary	20,000	NA	NA

* Mr. Kamalkumar Aggarwal resigned from the post of Managing Director with effect from 20th August, 2020

**Mrs. Minal Aggarwal resigned from the post of Director with effect from 20th August, 2020

*** Mr. Naresh Goyal resigned from the post of Director with effect from 20th August, 2020

Mrs. Shubharangana Nareshkumar Goyal resigned from the post of Director with effect from 20th August, 2020

Mr. Vijay Nanaji Dhawangale appointed as Managing Director with effect from 24th October, 2019.

Mr. Sudhir Deomanrao Thakre appointed as Director with effect from 3rd December, 2019

#*Mr. Sanjay Lalbahadur Upadhyay appointed as Director with effect from 12th November, 2019

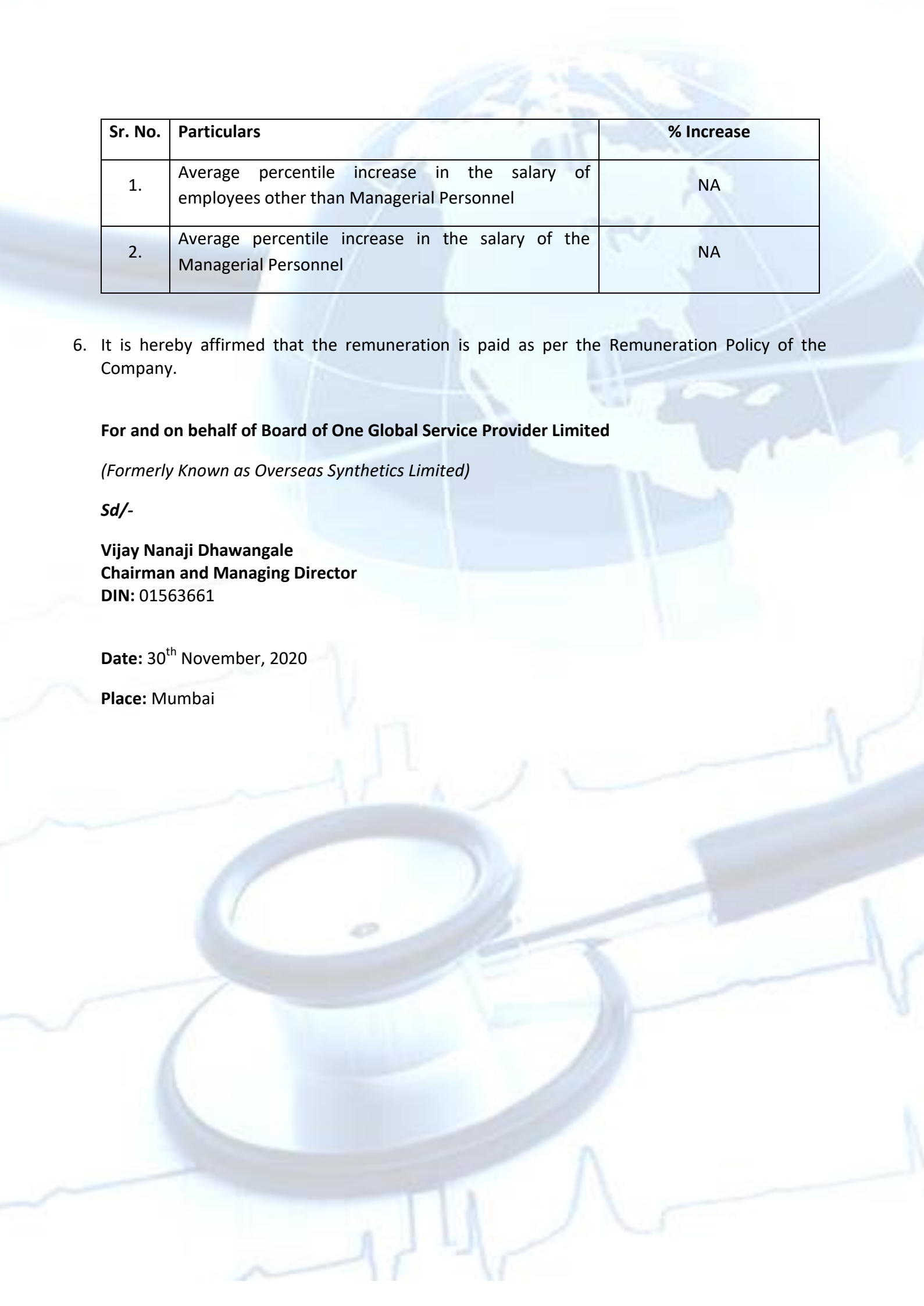
#**Mr. Ashesh Bhupeshkumar Sheth has resigned from the post of CFO with effect from 07th October, 2020

#***Ms. Roshni Shah was appointed with effect from 10th September, 2020, thus remuneration is reflecting in the table from date of Appointment i.e from 10th September, 2019. Mrs. Roshni Jigar Shah resigned from the post of Company Secretary with effect from 31st July, 2020

#****Ms. Nivedita Jain resigned from the post of Company Secretary with effect from 13th April, 2019. Thus the remuneration reflecting in the table is upto her Resignation date.

The above Directors has not drawn any Remuneration from the Company during the financial Year 2019-20.

3. The median remuneration of employees during the Financial Year was **Not Applicable**. Only the Company Secretary of the Company is was drawing Salary.
4. There were **4 Permanent Employees** (including the MD,CS, CFO and Executive Director) on the Pay-roll of the Company as on 31st March, 2020.
5. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and highlighting if there were any exceptional circumstances for the increase in the managerial remuneration:



Sr. No.	Particulars	% Increase
1.	Average percentile increase in the salary of employees other than Managerial Personnel	NA
2.	Average percentile increase in the salary of the Managerial Personnel	NA

6. It is hereby affirmed that the remuneration is paid as per the Remuneration Policy of the Company.

For and on behalf of Board of One Global Service Provider Limited

(Formerly Known as Overseas Synthetics Limited)

Sd/-

Vijay Nanaji Dhawangale
Chairman and Managing Director
DIN: 01563661

Date: 30th November, 2020

Place: Mumbai

Annexure-IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length transaction for the year ended 31st March, 2020.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis:

SL. No.	Particulars	Details	Details	Details	Details
a)	Name (s) of the related party & nature of relationship	Kamal Aggarwal (Director)	Nareshku mar Goyal (Director)	Roshini Shah (Company Secretary)	Nivedita Jain (Company Secretary)
b)	Nature of contracts/arrangements/transaction	Loan taken	Loan taken	Remuneration	Remuneration
c)	Duration of the contracts/arrangements/transaction	NA	NA	NA	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Loan taken from Director of Rs. 11,25,000	Loan taken from Director of Rs. 11,25,000	Remuneration paid of Rs. 2,36,800	Remuneration paid of Rs. 20,000
e)	Date of approval by the Board	NA	NA	NA	NA
f)	Amount paid as advances, if any	NA	NA	NA	NA

For and on behalf of the Board of Directors of
One Global Service Provider Limited
(Formerly Known as Overseas Synthetics Limited)

Sd/-

Vijay Nanaji Dhawangale
Managing Director
DIN: 01563661

Date: 30/11/2020

Place: Mumbai

Annexure-V

Management Discussion and Analysis

Forward – Looking Statements:

This Report contains forward – Looking Statements. Any statement that addresses expectations or predictions about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

Industry Structure and Development:

Healthcare industry is a wide and intensive form of services which are related to well-being of human beings. Health care is the social sector and it is provided at State level with the help of Central Government. Health care industry covers hospitals, health insurances, medical software, health equipment and pharmacy in it. The Indian healthcare sector is growing at a brisk pace due to its strengthening coverage, services and increasing expenditure by public as well private players.

Opportunities & Threats:

The Company is expecting good opportunities in the upcoming financial year. However, threats are perceived from its existing and prospective competitors in the same field also the changes in the external environmental may also present threats to the industry i.e. Inflationary pressures, slowdown in policy making, Competition from local and multinational players, Execution risk, Regulatory changes, Attraction and retention of human capital are the major setbacks.

Segment /Product wise performance:

Indian healthcare market is expected to rank amongst the top three in terms of incremental growth by 2020. India was the sixth largest market globally in terms of size in 2014. The industry is expected to advance at a CAGR of 22.90 per cent during 2015–2020. Within the emerging trends of investment and consolidation in healthcare, we see a strong focus on category leaders, which is essentially companies that are proven leaders in their segments and are better placed to benefit not only from internal efficiencies and external tailwinds, but also withstand macro or external headwinds. Also, this provides a clear path to increasing earnings through not only organic growth, but also future acquisitions in domestic and international markets based on suitable strategies.

Outlook:

The Company is mainly engaged in the business of healthcare and related activities. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

Risk and Concerns:

Risks are integral part of any enterprise. Efficient management of business risks is a key factor that determines growth, profitability and at times, even survival. In the last few years, the healthcare industry in India has been witnessing increased consolidation even among the larger players. Further, Government intervention, by way of an active regulatory regime, be it in terms of price control or capping of margins on medicines has been stepped up. State and Central Healthcare coverage schemes are also impacting industry margins.

IMPACT OF PANDEMIC COVID-19

Besides all, the world has witnessed a major crises led by the spread through of Pandemic Coronavirus (COVID-19) emerging from China during the month December 2019 and thereafter spreading through in almost all countries of world. In India, outbreak of Pandemic COVID-19 occurred during the month of January 2020. Thus, the Hon'ble Prime Minister Shri Narendra Modi to break the chain for the spread of this pandemic disease of COVID-19 had imposed the Nationwide Lockdown w.e.f. 21st March 2020 in the country

As a consequence of this outbreak and thereafter lockdown, all economic activities came to standstill and had caused a major setback for all industries due to this unforeseen event. Various guidelines were issued by Government Department of Ministry of Home Affairs (MHA) during lockdown period for the safeguard of all including employees and working class people to fight against such situations. However, Industries started their operations at a very slow pace as millions practice social distancing to stem the spread of COVID-19 (coronavirus). This unplanned events have caused huge devastating impact on the organization. As a result, company is either currently experiencing or anticipating significant constraints on cash and working capital, including potential liquidity challenges.

Internal Control Systems and their Adequacy:

The Company has in place adequate internal control systems covering all its operations. Proper accounting records highlight the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

Some of the significant features of internal control system are:

- Financial and Commercial functions have been structured to provide adequate support and control of the business.
- Risk Management policy has been adopted by the Company.
- The Company has an Internal Audit System conducted by the internal auditor of the Company. Standard operating procedures and guidelines are reviewed periodically to ensure adequate control.

Analysis of Financial Conditions and Results of Operations:

The Financial Statements have been prepared in accordance with the requirements of Indian Accounting Standards and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

Development on Human Resource Front:

We believe that we are able to attract and retain highly skilled specialist physicians for clinical excellence, our technology - focused approach, the exposure and experience we provide in relation to clinical best practices and the training programmes we offer for their ongoing development. We believe that the abilities and expertise of our team of specialist physicians differentiate us relative to our competitors.

By creating a conducive environment for career growth, company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario. The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

Key financial ratios:

Sr. No	Particulars of Ratio	31.03.2020 (In %)	31.03.2019 (In %)	Explanation for change in Ratios
1.	Debtors Turnover	0.00	0.14	Due to Change in Business objective
2.	Inventory Turnover	0.00	0.00	Due to Change in Business objective
3.	Interest Coverage Ratio	0.00	0.00	Due to Change in Business objective
4.	Current Ratio	0.7	1.28	Due to Change in Business objective
5.	Debt Equity Ratio	0.09	0.06	Due to Change in Business objective
6.	Operating Profit Margin (%)	0.00	14.11	Due to Change in Business objective

7.	Net Profit Margin (%)	0.00	14.11	Due to Change in Business objective
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Details pertaining to Net-worth of the Company:

Particulars	31.03.2020 (In Rs.)	31.03.2019 (In Rs.)	Explanation for change in Net-worth
Net-worth	40,50,000	70,74,000	Change of Business objective

Disclosure of Accounting Treatment:

The Company has followed the same Accounting Standard as prescribed in preparation of Financial Statements.

For and on behalf of the Board of Directors of

One Global Service Provider Limited

(Formerly Known as Overseas Synthetics Limited)

Sd/-

Vijay Nanaji Dhawangale
Managing Director
DIN: 01563661

Date: 30/11/2020

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FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
ONE GLOBAL SERVICE PROVIDER LIMITED
BLOCK NO. 355, MANJUSAR KUMPAD ROAD,
VILLAGE - MANJUSAR,
TALUKA - SAVLI,
VADODARA - 391775

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ONE GLOBAL SERVICE PROVIDER LIMITED (Formerly known as "OVERSEAS SYNTHETICS LIMITED")** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on **March 31, 2020** according to the provisions of:

- i) The Companies Act, 2013 and the rules made there under.
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed hereunder.
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;





- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review.
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.

Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

vi) We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Listing Agreement entered by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following discrepancies are observed

- a) The company is under process of updating its website
- b) Company has changed its name from OVERSE OVERSEAS SYNTHETICS LIMITED to ONE GLOBAL SERVICE PROVIDER LIMITED and it is updated in the records of the Registrar of companies but it is not updated in the records of the stock exchange , however the company has intimated about the same to the stock exchange.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that the Board of Directors of the Company was not duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors, as the during the period under the review due to change in the management of the company , the company was under the process of changing the board members. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system



KH & ASSOCIATES

Practicing Company Secretaries

exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We cannot comment for the same as corresponding documents are not available for inspection.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations, and guidelines.

We further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that during the audit period, there were no instances of Public/Rights/Preferential issue of Shares/debentures/ sweat equity, Redemption/buy-back of securities, Merger/ amalgamation/ reconstruction etc., Foreign technical collaborations.

DATE: 14/07/2020
PLACE: VADODARA

UDIN: A024697B000450531



FOR K H & ASSOCIATES
COMPANY SECRETARIES

Hemant
HEMANT VALAND
PARTNER
A24697, CP NO.8904

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.



ANNEXURE-A

To,
The Members,
ONE GLOBAL SERVICE PROVIDER LIMITED
BLOCK NO. 355, MANJUSAR KUMPAD ROAD,
VILLAGE - MANJUSAR,
TALUKA - SAVLI,
VADODARA -391775

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

DATE: 14/07/2020
PLACE: VADODARA

UDIN: A024697B000450531



FOR KH & ASSOCIATES
COMPANY SECRETARIES
Hemant
HEMANT VALAND
PARTNER
A24697, CP NO.8904

INDEPENDENT AUDITOR'S REPORT

To the Members of **ONE GLOBAL SERVICE PROVIDER LIMITED**
(Previously known as Overseas Synthetics Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ONE GLOBAL SERVICE PROVIDER LIMITED (previously known as Overseas Synthetics Limited) ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (here in after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial Statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Director.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Shah Mehta & Bakshi

Chartered Accountant

(Firm registration no: 103824W)

Sd/-

(Kalpit Bhagat)

(Partner)

(Membership no: 142116)

Place of Signature: Vadodara

Date: 30th July, 2020

UDIN: 20142116AAAABW2045

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2020, we report that:

- i. There are no fixed assets as on the balance sheet date except Capital Work in Progress and accordingly paragraph 3(i) of the order is not applicable.
- ii. The Company has not carried out any commercial activity during the year. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loan to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. The Company has not granted any loans, investment, guarantees and the securities as envisaged u/s 185 & 186 of the Act.
- v. In our opinion and according to information & explanations given to us, the company has not accepted deposits from public and as per information and explanations given to us the Company has complied Section 73 to 76 of the Act, along with rules framed there under.
- vi. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.
- vii. According to the information and explanations given to us in respect of statutory dues;

The company is regular in depositing the amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Custom Duty, Employee State Insurance, Goods and Service Tax, Cess and any other statutory dues, as applicable, with the appropriate authorities.

There was no amount payable in respect of undisputed statutory dues, including Provident Fund, Income Tax, Custom Duty, Employee State Insurance, Cess and other statutory dues in arrears as on March 31, 2020 for the period of more than six months from the date they become payable.
- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public

offer (including debt instruments) and term loans during the year. Accordingly paragraph 3 (ix) of the Order is not applicable.

- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration in current year. Accordingly, paragraph 3(xi) of the Order is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in compliance with section 177 & 188 of the Act, wherever applicable. The details of such related party transactions have been disclosed in the Ind AS financial statements as required under Indian Accounting Standard 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. According to the information and explanations given to us and based on our examination the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us the company is not required to be registered u/s 45 IA of the Reserve bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Shah Mehta & Bakshi

Chartered Accountant

(Firm registration no: 103824W)

Sd/-

(Kalpit Bhagat)

(Partner)

(Membership no: 142116)

Place of Signature: Vadodara

Date: 30th July, 2020

UDIN: 20142116AAAABW2045

Annexure-B: Report on the Internal Financial Controls under Clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ONE GLOBAL SERVICE PROVIDER LIMITED (previously known as Overseas Synthetics Limited) ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For Shah Mehta & Bakshi
Chartered Accountant
(Firm registration no: 103824W)

Sd/-
(Kalpit Bhagat)
(Partner)
(Membership no: 142116)
Place of Signature: Vadodara
Date: 30th July, 2020
UDIN: 20142116AAAABW2045

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

BALANCE SHEET AS AT MARCH 31, 2020

(Rs. In Lacs)

	Particulars	Note No	As at 31.03.2020	As at 31.03.2019
I	ASSETS			
	Non-Current Assets			
	a) Capital Work-in-Progress		281.50	281.50
	Total Non- Current Assets		281.50	281.50
	Current Assets			
	a) Inventories		-	-
	b) Financial Assets			
	i) Trade Receivables	4	-	77.09
	ii) Cash and Cash Equivalents	5	3.12	1.04
	c) Other Current Assets	6	8.06	12.39
	Total Current Assets		11.18	90.52
	TOTAL ASSETS		292.68	372.02
II	EQUITY AND LIABILITIES			
	Equity			
	a) Equity Share Capital	7	710.47	710.47
	b) Other Equity	8	(457.50)	(427.26)
	Total Equity		252.97	283.21
	Liabilities			
	Non-Current Liabilities			
	a) Financial Liabilities			
	Borrowings	9	23.63	18.12
	Total Non- Current Liabilities		23.63	18.12
	Current Liabilities			
	a) Financial Liabilities			
	i) Trade Payables	10		
	Total Outstanding Dues Of Micro Enterprises and small enterprises		-	-
	Total Outstanding Dues Of creditors other than Micro Enterprises And Enterprises		15.18	61.83
	b) Other current Liabilities	11	0.65	8.43
	c) Provisions		0.25	0.43
	Total Current Liabilities		16.08	70.68
	TOTAL EQUITY AND LIABILITIES		292.68	372.02
The accompanying notes are integral part of the Financial Statements		1-25		

As per our report of even date attached

For Shah Mehta & Bakshi**Chartered Accountants**

Firm Registration No. 103824W

For and on behalf of the Board of Directors of**ONE GLOBAL SERVICE PROVIDER LIMITED**

CIN : L74110GJ1992PLC017316

SD/-

Kalpiti Bhagat

Partner

Membership No. 142116

SD/-

Kamalkumar Aggarwal

Managing Director

DIN: 00139199

SD/-

Naresh Goyal

Director

DIN:00139277

SD/-

Ashesh Sheth

Chief Financial Officer

SD/-

Roshni Shah

Company Secretary

Place: Vadodara

Date: 30th July,2020

Place: Vadodara

Date: 30th July,2020

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,2020

(Rs. In Lacs)

Particulars	Note No.	For the year ended	
		31.03.2020	31.03.2019
Revenue from Operations			
Gross Sales		-	171.36
Other Operating Income		-	18.00
Revenue from Operations	12	-	189.36
Other Income		0.15	-
Total Income		0.15	189.36
Expenses			
Cost of Materials Consumed	13	-	156.77
Employee Benefit expenses	14	2.57	-
Finance costs		-	-
Depreciation and Amortization expenses	15	12.50	-
Other expenses	16	15.32	5.86
Total Expenses		30.39	162.62
Profit before Exceptional and extraordinary Item		(30.24)	26.73
Exceptional Item		-	-
Profit after Exceptional and extraordinary Item		(30.24)	26.73
Less/ (Add): Tax expenses:			
-Current Tax		-	-
-Mat Credit (entitlement)/utilisation		-	-
Profit for the Year/Period		(30.24)	26.73
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Remeasurement of the net defined benefit liability/ asset		-	-
Income Tax relating to items that will not be reclassified to profit &		-	-
Total (Net of Tax)		-	-
Total Comprehensive Income for the Year/Period		(30.24)	26.73
Earnings Per Equity Share	19		
a)Basic (Rs.)		(0.43)	0.38
b)Diluted (Rs.)		(0.43)	0.38

The accompanying notes are integral part of the Financial Statements

As per our report of even date attached

For Shah Mehta & Bakshi

Chartered Accountants

Firm Registration No. 103824W

For and on behalf of the Board of Directors of

ONE GLOBAL SERVICE PROVIDER LIMITED

CIN : L74110GJ1992PLC017316

SD/-

Kalpita Bhagat

Partner

Membership No. 142116

SD/-

Kamalkumar Aggarwal

Managing Director

DIN: 00139199

SD/-

Naresh Goyal

Director

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Chief Financial Officer

SD/-

Roshni Shah

Company Secretary

Place: Vadodara

Date: 30th July,2020

Place: Vadodara

Date: 30th July,2020

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(Rs. In Lacs)

	Particulars	As at 31.03.2020	As at 31.03.2019
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before tax	(30.24)	26.73
	Adjustment for:		
	Depreciation and Amortization expense	12.50	-
	Finance cost	-	-
	Operating Profit before Working Capital Changes	(17.74)	26.73
	Adjustment for:		
	Change in Trade receivables	77.09	(50.90)
	Change in other current asset	(8.16)	26.45
	Change in Inventories	-	156.77
	Change in Trade payables	(46.65)	(126.46)
	Change in other current liability and provision	(7.95)	5.13
	Cash generated from Operations	(3.42)	37.72
	Less : Income tax paid/(Refund) (including TDS) (net)	-	-
	Net Cash generated from Operating Activities (A)	(3.42)	37.72
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Property, Plant & Equipment, Investment	-	-
	Property & Intangibles	-	-
	Sale proceeds of Property, Plant & Equipment	-	-
	Net Cash used in Investing Activities (B)	-	-
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Finance cost	-	-
	Proceeds of Long term Borrowings	20.51	(37.00)
	(Repayment) of Long term Borrowings	(15.00)	-
	Net Cash used in Financing Activities (C)	5.51	(37.00)
	Net (Decrease)/ Increase in Cash & Cash Equivalents (A) + (B) + (C)	2.09	0.72
	Cash & Cash Equivalents at the beginning of the period/year	1.04	0.32
	Cash & Cash Equivalents at the end of the period/year	3.12	1.04

The accompanying notes are integral part of the Financial Statements 1-25

As per our report of even date attached

For Shah Mehta & Bakshi**Chartered Accountants**

Firm Registration No. 103824W

For and on behalf of the Board of Directors of**ONE GLOBAL SERVICE PROVIDER LIMITED**

CIN : L74110GJ1992PLC017316

SD/-

Kalpita Bhagat

Partner

Membership No. 142116

SD/-

Kamalkumar Aggarwal

Managing Director

DIN: 00139199

SD/-

Naresh Goyal

Director

DIN:00139277

SD/-

Ashesh Sheth

Chief Financial Officer

SD/-

Roshni Shah

Company Secretary

Place: Vadodara

Date: 30th July,2020

Place: Vadodara

Date: 30th July,2020

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

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

1. Corporate information

ONE GLOBAL SERVICE PROVIDER LIMITED ("the Company") which is earlier known as OVERSEAS SYNTHETICS LIMITED is a limited company domiciled and incorporated in India having its registered office at Block No. 355, Manjusar, Kumpad Road, Village - Manjusar, Taluka - Savli, Vadodara, Gujarat. The Company's shares are listed on Bombay Stock Exchange. The company has changed its object clause during the year with the view to venture into the business of healthcare services.

2. Recent Indian Accounting Standards(Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the presentation of these financial statements.

A. COMPLIANCE WITH IND AS:

This Financial Statements comply in all material respects with Indian Accounting Standard ('Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (Act) read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the Financial Statement.

i. Historical cost convention:

The Financial Statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities (including derivative instruments) that are measured at fair value
- b) Defined benefit plans: plan assets measured at fair value

ii. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

- c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

iii. Rounding of Amounts:

The financial statements are presented in INR and all values are rounded to the nearest lakhs, except when otherwise indicated.

B. SIGNIFICANT ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Critical Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Contingences and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallising or are exceedingly difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

(ii) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Allowances for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 115 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return. Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The COVID-19 pandemic is an evolving human tragedy declared a global pandemic by the World Health Organisation with adverse impact on economy and business. Supply Chain disruptions in India as a result of the outbreak started with restrictions on movement of goods, closure of borders etc., in several states followed by a nationwide lockdown from the 25th of March 2020 announced by the Indian government, to stem the spread of COVID-19. Due to this, the operations of the Company's got temporarily disrupted.

In light of these circumstances, the Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, property plant and equipment, Intangibles etc., as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information such as our current contract terms, financial strength of partners, investment profile, future volume estimates from the business etc.

Having reviewed the underlying data and based on current estimates the Company expects the carrying amount of these assets will be recovered and there is no significant impact on liabilities accrued. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

Changes in significant accounting policies

The Company has applied Ind AS 116 Leases using the modified retrospective approach (for all leases other than short-term leases and leases of low-value assets) i.e. by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of equity as at 1 April, 2019. Due to transition method chosen by the Company in applying this standard, comparative information throughout these financial statements has not been restated and continues to be reported under Ind AS 17.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

Ind AS 116 introduces a single, on-balance sheet lease accounting model for leases. A lessee recognizes a right-of-use (“ROU”) asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as Ind AS 116 replaces the operating lease expense (i.e. rent) with depreciation charge for ROU assets and interest expense on lease liabilities.

The principal accounting policies are set out below.

3.1. Property, plant and equipment

Buildings held for use in the production or supply of goods, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Any subsequent costs included in the asset only when it is probable that future economic benefit associated with item will flow to the company and the cost of the item can be measured reliably.

Property, plant and equipment (other than buildings) are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Capital work-in-progress

Property, Plant and Equipment (PPE) in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Parts of an item of PPE having different useful lives and material value and subsequent expenditure on PPE arising on account of capital improvement or other factors are accounted for as separate components.

Depreciation of these PPE (Other than freehold land and capital work-in-progress) commences when the assets are ready for their intended use.

Depreciation

Depreciation is provided on the cost of PPE less their residual values, using the straight line method over the useful life of PPE as specified in Schedule II to the Companies Act, 2013 except in case of certain items of PPE where useful life has been considered based on technical assessment.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3.2. Intangible Assets

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization or depletion. All costs, including finance cost till commencement of commercial production, net charges on

foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

The useful life is assessed as either finite or indefinite which is reviewed annually by the management. Intangible with finite lives are amortised on straight line basis over the useful lives of the assets and assessed for impairment. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss

Intangible assets with infinite lives are amortized on a straight line basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense on intangible assets is recognized in statement of profit and loss.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

3.3. Leases

Policy applicable before April 1, 2019 Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

A. Operating Lease:

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

B. Finance Lease:

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

Policy applicable after April 1, 2019

The Company has adopted Ind AS 116 effective from April 1 2019 using modified retrospective approach. For the purpose of preparation of Financial Information, management has evaluated the impact of change in accounting policies required due to adoption of Ind AS 116 for year ended March 31 2020.

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether:

- The contract involves the use of an identified asset
- The Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- The Company has the right to direct the use of the asset.

As a lessee, the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments;

The lease liability is measured at amortised cost using the effective interest method.

The Company has used number of practical expedients when applying Ind AS 116: - Short-term leases, leases of low-value assets and single discount rate.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

3.4. Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.5. Derivative financial instruments

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/ (losses).

3.6. Impairment

Financial assets (other than at fair value)

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangibles assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.7. Inventories

Inventories are valued at lower of cost or net realizable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing inventories to their present location and condition. The cost has been determined as under:

Raw material	On First in First out (FIFO) basis.
Finished products	At Raw material and Conversion cost
Stock-in-process	At Raw material and Proportionate Conversion cost.

3.8. Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currencies at the year-end are restated at closing rates. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain/ (loss).

Foreign exchange gain/(loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Exchange difference arising in respect of long term foreign currency monetary items that relates to acquisition of a depreciable capital asset are added to or deducted from the cost of the asset and are depreciated over the remaining useful life of an asset.

3.9. Revenue Recognition

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative catch up transition method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11.

Revenue from contracts with customers

The company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the company will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the company expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue is recognised in the Statement of Profit and Loss to the extent that it is probable that the economic benefits will flow to the company and the revenue and costs, if applicable, can be measured reliably. Goods & Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the Company on behalf of the Government. Accordingly, these are excluded from revenue.

Sale of Goods and Services

Revenue is recognised when the customer obtains control of the goods. The customer obtains control of goods at the different point in time based on the delivery terms. Accordingly, company satisfies its performance obligation at the time of dispatch of goods from the factory/stockyard/storage area/port as the case may be and accordingly revenue is recognised. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts, rate differences including currency fluctuation and volume rebates.

The determination of transaction price, its allocation to promised goods and allocation of discount or variable compensation (if any) is done based on the contract with the customers.

Interest Income

Interest income from financial assets is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income from debt instruments is recognised using the effective interest rate method and shown under interest income in statement of profit and loss. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Dividend Income

Dividend income from investment is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

3.10. Government Grants

Government grants and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

3.11. Employee Benefits

Employee benefits include provident fund, gratuity and leave encashment.

Defined contribution plans

Employee benefit under defined contribution plan comprising of provident fund is recognized based on the amount of obligation of the Company to contribute to the plan. The contribution is paid to Regional Provident Fund Commissioner, which is expensed during the year.

Defined benefit plans

The Company's gratuity plan is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the prevailing market yields on government bond as at the balance sheet date.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment or curtailment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

3.12. Borrowing Costs

Borrowing costs specifically identified to the acquisition or construction or production of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3.13. Segment reporting

Operating segments are identified and reported taking into account the different risk and returns, the organization structure and the internal reporting systems.

3.14. Taxation

Company has adopted erstwhile tax regime for calculating tax for the assessment year 20-21. Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Current and deferred tax for the year

Current and deferred tax expense are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax expense are also recognised in other comprehensive income or directly in equity respectively.

Minimum alternate tax (MAT)

MAT paid in a year is charged to the Statement of profit and loss as current tax. MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.15. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefits is remote.

3.16. Earnings Per Share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Antidilutive options are not considered in computing dilutive earning per share.

3.17. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

3.18. Current & non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**4 : Trade Receivables**

(Rs. In Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Current- Unsecured		
Considered Good	-	77.09
Considered Doubtful	-	-
Total	-	77.09
Less: Allowance for bad & doubtful debts	-	-
Total	-	77.09
Outstanding from Related Parties		
Considered Good	0.00	0.00
Considered Doubtful	0.00	0.00
	0.00	0.00
Movements in Allowance for Bad & Doubtful debts:		
Opening balance	0.00	0.00
(+) Provision made during the year	0.00	0.00
(-) Amount utilised from the provision	0.00	0.00
Closing Balance	0.00	0.00

5 : Cash & Bank Balances

(Rs. In Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Cash & Cash Equivalents		
- Balance with Banks:	2.83	0.74
- Cash on hand	0.30	0.30
Total	3.12	1.04

6 : Other Current Assets

(Rs. In Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Balance with revenue authorities	5.38	4.35
Mat Credit	2.54	2.54
Advance to Supplier	0.13	5.50
Sub-Total (A)	8.06	12.39
Preliminary Expenses		
Opening Balance	-	-
Add:- Addition During The Year	12.50	-
Less:- Amortised of During The Year	12.50	-
Sub-Total (B)	-	-
Total	8.06	12.39

9 : Non-Current Financial Borrowings

(Rs. In Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured		
Loans from related parties		
- From Directors	23.63	18.12
Total	23.63	18.12

ONE GLOBAL SERVICE PROVIDER LIMITED

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NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**7 : Share Capital**

(Rs. In Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Authorised Capital 2,50,00,000 Equity Shares of Rs.10/- each (Previous Year - 90,00,000 Equity Shares of Rs 10 each)	2,500.00	900.00
Issued, Subscribed & Fully Paid-up Capital 7104707 Equity Shares of Rs.10/- each fully paid up	710.47	710.47
Total Share Capital	710.47	710.47

a) Reconciliation of the number of Equity shares

(Rs. In Lacs)

Particulars	31.03.2020	31.03.2019
Equity Share Capital		
Balance at the beginning of the year	71.05	71.05
Add: Issued during the year	-	-
Balance at the end of the year	71.05	71.05

b) Rights, Preferences & Restrictions of each class of shares

The Company has only one class of equity shares which enjoys the same rights in respect of voting, payment of dividend and repayment of capital. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c) Particulars of shares issued/allotted as fully paid-up by way of consideration other than cash

The Company has not issued/allotted as fully paid-up shares by way of consideration other than cash.

d) Particulars of shares reserved for options and contracts/commitments for sale of shares/ disinvestment

The Company has not reserved any shares for issue of options and contracts/commitments for sale of shares/ disinvestment.

e) Particulars of calls unpaid

There is no calls unpaid, hence such disclosure is not applicable.

f) Subdivision of Shares

There is no subdivision of shares during this period, hence such disclosure is not applicable.

g) Shares Forfeited

There is no forfeiture of shares, hence such disclosure is not applicable.

h) The Details of shareholder who are holding more than 5% of the share are as follows.

	Particulars	As at 31.03.2020		As at 31.03.2019	
		% of Holding	No of Shares	% of Holding	No of Shares
1	Vijay Nanji Dhawangale	14.46%	10.27	4.08%	2.90
2	Sona V Dhawangale	14.43%	10.25	4.15%	2.95
3	Sanjay Naraindas Kriplani	7.75%	5.50	7.75%	5.50
4	Naresh Vijaykumar Goyel	0.00%	-	10.13%	7.20
5	Kamal Rajendra Aggarwal	0.00%	-	2.37%	1.68
6	Minal Kamal Aggarwal	0.00%	-	4.11%	2.92
	Total	36.63%	26.03	15.98%	23.16

8 : Other Equity

(Rs. In Lacs)

Particulars	Reserves & Surplus				Total
	Capital Reserve	General Reserve	Retained Earnings	Revaluation reserve	
Balance as at 1st April 2018	10.83	6.41	(683.71)	212.48	(453.99)
Profit for the Year	-	-	26.73	-	26.73
Total Other Comprehensive Income for the Year (Net of Tax)	-	-	-	-	-
Balance as at 31st March 2019	10.83	6.41	(656.97)	212.48	(427.26)
Balance as at 1st April 2019	10.83	6.41	(656.97)	212.48	(427.26)
Profit for the Year	-	-	(30.24)	-	(30.24)
Total Other Comprehensive Income for the Year (Net of Tax)	-	-	-	-	-
Balance as at 31st March 2020	10.83	6.41	(687.21)	212.48	(457.50)

A) **Capital Reserve:** The Company recognised profit or loss on sale, issue, purchase or cancellation of the Company's own equity instruments to capital reserve. Capital reserve may be used by the Company only for some specific purpose.

B) **General Reserve:** The General reserve is used from time to time to transfer profit from retained earning for appropriation purpose.

C) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

D) Revaluation Reserve

This Reserve represent the Gain arises out of revaluation carried out on the Immovable Property. This reserve has been created by valuing Immovable Property at its Market Value.

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**10 : Current Financial Trade Payables**

(Rs. In Lacs)

Particulars		As at 31.03.2020	As at 31.03.2019
i)	Total Outstanding Dues Of Micro Enterprises and small enterprises	-	-
ii)	Total Outstanding Dues Of creditors other than Micro Enterprises And Small Enterprises	15.18	61.83
Total		15.18	61.83

* The details of amounts outstanding to Micro, Small and Medium Enterprises as identified by the management, under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are as under:

Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019
1	Principal amount due and remaining unpaid	-	-
2	Interest due on (1) above and the unpaid interest	-	-
3	Interest paid on all delayed payment under the MSMED Act	-	-
4	Payment made beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-
6	Interest accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding years	-	-

* This information has been determined to the extent such parties have been identified based on information available with the

11 : Other Current Liabilities

(Rs. In Lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
Statutory dues	0.65	8.43
Total	0.65	8.43

12 : Revenue From Operations

(Rs. In Lacs)

Particulars	For the year ended	
	31.03.2020	31.03.2019
REVENUE FROM SALE OF PRODUCTS		
Sale of Goods/Services	-	171.36
	-	171.36
OTHER OPERATING INCOME		
Commission	-	18.00
Other income	-	-
	-	18.00
Total	-	189.36

13 : Cost of Materials Consumed

(Rs. In Lacs)

Particulars	For the year ended	
	31.03.2020	31.03.2019
Raw Material Consumed (Imported)	-	-
Raw Material Consumed (Indeginous)	-	156.77
Raw Materials Consumed	-	156.77

14 : Employee Benefit expenses

(Rs. In Lacs)

Particulars	For the year ended	
	31.03.2020	31.03.2019
Salaries, Wages, Bonus, Benefits and Amenities	2.57	-
Total	2.57	-

ONE GLOBAL SERVICE PROVIDER LIMITED

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NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**15 : Depreciation and Amortization**

(Rs. In Lacs)

Particulars	For the year ended	
	31.03.2020	31.03.2019
Property Plant & Equipment	-	-
Preliminary Expenses Amortised	12.50	-
Total	12.50	-

16 : Other expenses

(Rs. In Lacs)

Particulars	For the year ended	
	31.03.2020	31.03.2019
Rent, Rates & Taxes	-	0.01
Office Expenses	-	0.13
Insurance	-	0.92
Penalty	1.55	-
Auditors' Remuneration	0.25	0.25
Legal Exps. & Professional Fees	9.22	1.51
Advertisements	0.39	0.30
Listing Fees	3.23	2.73
General Miscellaneous Expenses	0.67	-
Bank Commission & Charges	0.00	0.01
Total	15.32	5.86

16.1 : PAYMENT TO AUDITORS

Rs (in Lakhs)

Particulars	For the year ended	
	31.03.2020	31.03.2019
Statutory Audit Fees	0.25	0.25
Total	0.25	0.25

17 Expenditure in Foreign Currency - Nil**18 Earning In Foreign Currency - Nil****19 : EARNING PER SHARE (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity share holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity share holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended	
	2020	2019
Net Profit after tax, as restated	(30.24)	26.73
Share Capital	71.05	71.05
Earnings Per Share (Equity Shares, Par Value of Rs. 10/- each) *		
Basic (Rs.)	(0.43)	0.38
Diluted (Rs.)	(0.43)	0.38

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**20 : RELATED PARTY DISCLOSURES**

Nature of Relationship	Name of Related Party
Key Management Personnel	KAMALKUMAR RAJENDRA AGGARWAL NARESH VIJAYKUMAR GOYAL VIJAY NANAJI DHAWANGALE SUDHIR DEOMANRAO THAKRE MINAL KAMAL AGGARWAL SHUBHARANGANA NARESHKUMAR GOYAL SANJAY LALBHADUR UPADHAYA ASHESH BHUPESHKUMAR SHETH ROSHANI JIGAR SHAH
Relative of Key Management Personnel	-

(Rs. In Lacs)

Particulars	Key Management Personnel	Relative of Key Management Personnel	Others	Total
Transactions				
Unsecured Loan				
Accepted During the Year	22.50	-	-	22.50
	(2.00)	-	-	(2.00)
Repaid During the Year	17.00	-	-	17.00
	(39.00)	-	-	(39.00)
Remuneration	2.58	-	-	2.58
	-	-	-	-
Closing Balance				
Unsecured Loan	23.63	-	-	23.63
	(18.12)	-	-	(18.12)

Related Party relationship is as identified by the Company and relied upon by the Auditor.

21 : FINANCIAL INSTRUMENTS**21.1 : CAPITAL MANAGEMENT**

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual planning and budgeting and its plan for working capital and long-term borrowings. The funding requirements are met through equity, internal accruals and a combination of

The Capital Structure of the Company consists both debt and equity.

(Rs. In Lacs)

GEARING RATIO		31.03.2020	31.03.2019
Gross Debt (Long term and short term borrowings including current maturities)		23.63	18.12
Less: Cash and bank balances		3.12	1.04
Net Debt		20.50	17.09
Total Equity		252.97	283.21
Net Debt to equity Ratio		0.08	0.06

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

23 Since the company has substantial carried forward losses and unabsorbed depreciation and also in the absence of virtual certainty of having taxable income in the near future, no Deferred Tax provision has been recognized as envisaged in Ind AS - 12 on Income Tax issued by the Institute of Chartered Accountants of India.

24 : Note for COVID-19

The novel corona virus (COVID-19) outbreak has disrupted the social, economic and financial structure in the country from the end of February 2020. The Country faced a national lockdown from March 25, 2020 to May 31, 2020. The Company has considered the possible effects that may result from the pandemic related to COVID-19 on the carrying amounts of receivables, property, plant & equipment on the basis of evaluation at current indicators of future economic condition. The Company expects to recover the carrying amount of such assets and does not anticipate any impairment to these financial and non-financial assets. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Company is monitoring the situation closely any material changes to future economic condition and take actions as are appropriate based on future economic conditions.

25 The figures of previous year have been re-arranged and regrouped wherever necessary to make them comparable with those of the current year and according to requirements of the schedule III of the Companies Act, 2013.

The balance sheet has been prepared in absolute numbers and then converted into millions to meet the presentation requirement as per Companies Act, accordingly the variance on account of decimals rounding-off may exist.

As per our report of even date attached

For Shah Mehta & Bakshi
Chartered Accountants

Firm Registration No. 103824W

SD/-

Kalpiti Bhagat

Partner

Membership No. 142116

For and on behalf of the Board of Directors of
ONE GLOBAL SERVICE PROVIDER LIMITED

CIN : L74110GJ1992PLC017316

SD/-

Kamalkumar Aggarwal

Managing Director

DIN: 00139199

SD/-

Ashesh Sheth

Chief Financial Officer

SD/-

Naresh Goyal

Director

DIN:00139277

SD/-

Roshni Shah

Company Secretary

Place: Vadodara

Date: 30th July, 2020

Place: Vadodara

Date: 30th July, 2020

ONE GLOBAL SERVICE PROVIDER LIMITED

(Previously Known as 'OVERSEAS SYNTHETICS LIMITED')

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2020**21.2 : FINANCIAL RISKS MANAGEMENT**

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the event of crisis caused due to external factors such as caused by recent pandemic "COVID-19", the management assesses the recoverability of its assets, maturity of its liabilities to factor it in cash flow forecast to ensure there is enough liquidity in these situations through internal and external source of funds. These forecast and assumptions are reviewed by

22 : FAIR VALUE MEASUREMENTS

The carrying value of instruments by categories are as follows:

(Rs. In Lacs)

Particulars	As at	Amortised Cost	Total Carrying Value
Assets			
Financial Assets			
i) Trade Receivables	31.03.2020	-	-
	31.03.2019	77.09	77.09
ii) Cash and cash Equivalents	31.03.2020	3.12	3.12
	31.03.2019	1.04	1.04
Total	31.03.2020	3.12	3.12
	31.03.2019	78.13	78.13
Liabilities			
Financial Liabilities			
i) Trade Payables	31.03.2020	15.18	15.18
	31.03.2019	61.83	61.83
Total	31.03.2020	15.18	15.18
	31.03.2019	61.83	61.83

Fair Value hierarchy disclosures:

Level 1 - Financial Instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETF's and mutual funds that have quoted prices. The fair value of all equity instruments (including bonds) which are traded in stock exchanges is valued using the closing prices as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - Financial Instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). This is the case of unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The management has carried out analysis of financial assets and liabilities for all the reporting periods and has concluded that there are no financial assets and liabilities to be considered at fair value and disclosed under Level 1, Level 2 or Level 3 and all the financial assets and liabilities are at its carrying value which is equal to the fair value measured at amortised

The carrying amounts of trade receivables, cash and cash equivalent, bank balances, current loans, current other financial assets, trade payables, current borrowings and other current financial liabilities are considered to be the same as their fair values, due to their short term nature.

The carrying amounts of non current financial loans are considered to be the same as their fair value as it consist of security deposit with Government Organisations such as Electricity companies, which are interest bearing and are close to the fair value. Also, it consist of loans given to employees which are also interest bearing and are close the fair value.

The carrying amount of non current other financial assets are considered to be the same as their value as it consist of interest bearing fixed deposits having maturity of more than 12 months and are close to the fair value.



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 AUDIO 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 Lalbahadur Upadhayay (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 Lalbahadur 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."

ONE GLOBAL SERVICE PROVIDER LTD.

(Formerly known as Overseas Synthetics Limited)

CIN - L74110GJ1992PLC017316

Block No. 355, Manjusar Kumpad Road, Village - Manjusar,
Taluka - Savli, Vadodara Vadodara Gujrat 391775 India

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.

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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 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,

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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 speedtest.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.

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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 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

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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

Ms. 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 Ms. 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. Samdani 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 Centers 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 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 (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-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, 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</p>

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		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.
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	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,

		<p>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)

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	Mrs. Manjeet Sanjay Mehta is having 30 years Plus of vast experience in Genetics.

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		<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	Ms. 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
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</p>

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		knowledge of laws and provisions to build impactful solutions.
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.