



**ANNEXURE VIII**

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee Company	Transferor Company
Name of the company	One Global Service Provider Limited	Plus Care Internationals Private Limited
Date of Incorporation & details of name changes, if any	17/03/1992 (Details of Name Change: - The Company was incorporated on 17th March, 1992 under the provision of the Companies Act 1956 in the name of Overseas Synthetics Limited in the state of Gujarat. Thereafter the name of the company changed from Overseas Synthetics Limited to One Global Service Provider Limited with effect from 19 <sup>TH</sup> February 2020.	10/09/2018 (Details of Name Change:- NA)
Registered Office	1205-1206, 12th Floor, Raheja Chambers, 213, Free Press Journal Marg, Nariman Point Mumbai Mumbai City MH 400021	1, Floor-0, Plot-135, 160, Firuz Ara Bldg, Sachivalaya Maharshi Karve Road, Gymkhana Nariman Point Mumbai Mumbai City MH 400021
Brief particulars of the scheme	Scheme of Amalgamation between One Global Service Provider Limited With Plus Care Internationals Private Limited.	
Rationale for the scheme	<p>The Transferee Company's one of the main object is to carry out the activities in the field of health related services and that the Transferor Company provides services related to health, medical and healthcare activities including import-export of bulk drugs and pharmaceutical formulations and running of all types of hospitals and related services. It also promotes research &amp; development work related to medicines. The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:</p> <ul style="list-style-type: none"> <li>• Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity;</li> <li>• The Proposed amalgamation will offer an immense opportunity to consolidate the portfolio of brands and products that are relevant to the "Health Industry" under a single roof;</li> <li>• The Proposed amalgamation will enable the merged entity to cater to the needs of entire value chain. This can have a better</li> </ul>	

**ONE GLOBAL SERVICE PROVIDER LIMITED**

(Formerly known as Overseas Synthetics Limited)

CIN : L74110MH1992PLC367633

Telephone : 8657527323 Website : [www.1gsp.in](http://www.1gsp.in) E-mail : 1connect@1gsp.in

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	<p>reach in terms of various customer base and will provide a stronger market position of the company ;</p> <ul style="list-style-type: none"> <li>• The Proposed amalgamation will result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.</li> <li>• Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.</li> <li>• Greater access by the amalgamated company to different market segments in the conduct of its business.</li> <li>• Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses.</li> </ul> <p>The Scheme is in the interest of shareholders, creditors, lenders, and other various Stakeholders of the respective companies. It is not prejudicial to the interest of shareholders, creditors, lenders, and other various stakeholders of the respective companies.</p> <p>Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate Transferor Company with Transferee Company in accordance with this Scheme, pursuant to Section 230 to 232 of the Companies Act, 2013.</p> <p>Amalgamation of the Transferor Company with the Transferee Company, pursuant to section 230 -232 of the Companies Act, 2013 will take effect from the effective date and in compliance with Section 2(1B) of the Income Tax Act, 1961.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	06-03-2023	06-03-2023
Date of meeting of the Audit Committee in which the draft scheme has been approved	06-03-2023	NA
Appointed Date	19-01-2023	
Name of Exchanges where securities of the company are listed	Bombay Stock Exchange (BSE)	NA
Nature of Business	1. The Transferee Company at the	The Transferor Company at the



	<p>time of Incorporation was engaged into the business of doing different types of processes on various kinds of materials.</p> <p>2. Later in the year 2012 along with the original business of doing processing on various kinds of materials, the company started doing the business of manufacturing and processing of various chemicals and dyes including food pigments.</p> <p>3. In the year 2020 the Transferor Company dropped off its original business and started to provide services related to health, medical and healthcare activities including import-export of bulk drugs and pharmaceutical formulations and running of all types of hospitals and related services. It also started to promote research &amp; development work related to medicines. In 2022, in addition to above object, it also started to provide consultancy and development (requirements, design, develop, test, integrate, deploy, maintain) of software/IT product and its enabled services</p>	<p>time of Incorporation was engaged in the business of providing on business of running all types of hospitals, nursing homes, clinics, dispensaries, Maternity homes, health care centre, diagnostic centre, Child Welfare and Family Planning center, Pathological &amp; other laboratories, X Ray Clinics, E.C.G. Clinics, Blood Banks, Kidney Bank, or such other human or animal limb or organ banks, whether natural or artificial and also to carry on business of running creches, ambulances and other health related activities and services.</p>
Capital before the scheme (No. of equity shares as well as capital in rupees)	71,04,707 Equity Shares of Rs. 10/- each amounting to capital of Rs. 7,10,47,070.	10,348 Equity Shares of Rs. 10/- each amounting to capital of Rs. 1,03,480.
No. of shares to be issued	12,438,296 Equity shares to be issued	
Cancellation of shares on account of cross holding, if any	NA	
Capital after the scheme (No. of equity shares as well as capital in rupees)	1,95,43,003 equity shares of Rs. 10/- each amounting to capital of Rs.19,54,30,030 /-	Not Applicable for transferor company as shareholders of the PLUS CARE INTERNATIONALS PRIVATE LIMITED will get shares of ONE GLOBAL SERVICE PROVIDER LIMITED at FMV determine by registered valuer. PLUS CARE INTERNATIONALS PRIVATE

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		LIMITED will not be in existence after post amalgamation.	
Net Worth	(Rs.in Crores)	(Rs.in Crores)	
Pre	671.76	4,049.97	
Post	4,721.73	NA	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Mr. Anil Dad, a Registered Valuer (S&FA) having registration no. IBBI/RV/06/2022/15124.		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Assets Approach :- NA Income Approach:- VPS :- 38.28 Weight :- 40% Market Approach:- VPS :- 34.79 Weight :- 40% Cost Approach:- VPS :- 8.57 Weight :- 20% Relative Value Per Share 30.94	Assets Approach:- NA Market Approach:- NA Income Approach:- VPS :- 35,006.66 Weight :- 70% Cost Approach:- VPS :- 42,299.68 Weight :- 30% Relative Value Per Share 37,194.57	
Fair value per shares	Rs. 30.94	Rs. 37,194.57	
Exchange ratio	1202 Equity shares of face value of Rs.10/- (Rupees One) each in Transferee Company for every 1 Equity shares held in Plus Care Internationals Private Limited/ Transferor Company.		
Name of Merchant Banker giving fairness opinion	Monarch Networth Capital Limited		
Shareholding pattern	One Global Service Provider Limited (Resulting Company)		
	Pre		Post
	No. of Shares	% of holding	No. of Shares % of holding
Promoter	20,96,432	29.51%	1,44,14,528 73.58%
Public	500,8275	70.49%	51,28,475 26.24%
Custodian	0	0	0 0
<b>TOTAL</b>	<b>71,04,707</b>	<b>100</b>	<b>1,95,43,003 100</b>
No of shareholders	3386		3388
	Plus Care Internationals Private Limited(Transferor Company)		
	Pre		Post
	No. of Shares	% of holding	No. of shares %of holding

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Promoter	10,000	96.63%	NA
Public	348	3.36%	NA
Custodian	0	0	NA
Total	10,348	100%	NA
No. of shareholders	3		NA
Names of the Promoters (with PAN nos.)	Vijay Nanaji Dhawangale PAN AFEPD7378H  Sona V Dhawangale PAN AKZPM3147M	Sona V Dhawangale PAN AKZPM3147M  Jayant Narayan Raghute PAN AHZPR2341D	
Names of the Board of Directors (with DIN and PAN nos.)	Sanjay Lalbhadr Upadhaya DIN 07497306 PAN AAXPU5907D  Pooja Hemang Khakhi DIN 07522176 PAN AGMPY7448L  Manjeet Sanjay Mehta, DIN 07598290 PAN ALBPM5399L  Avni Chouhan, DIN 08716231 PAN AWSPC3927C  Hemang Harshadbhai Shah DIN 08740598 PAN CWUPS9649P	Ritesh Anilrao Kshirsagar DIN 08048166 PAN ARGPK5037J  Jayant Narayan Raghute DIN 08405155 PAN AHZPR2341D	
Please specify relation among the companies involved in the scheme, if any	NA		
Details regarding change in management control in listed or resulting company seeking listing if any	NA		

**For, One Global Service Provider Limited**  
(Previously known as Overseas Synthetics Limited)

*Sanjay Sanjay*

**Sanjay Lalbhadr Upadhaya**  
Managing Director  
DIN: 07497306



**Date: 06/03/2023**  
**Place: Mumbai**

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