

# OMKAR OVERSEAS LIMITED

(CIN: L51909GJ1994PLC023680)

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

Mobile: +91-99257 46030

Website: <http://www.omkaroverseasltd.com/>

Email: [omkaroverseas212@gmail.com](mailto:omkaroverseas212@gmail.com)

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Date: February 26, 2024

To,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P. J. Tower,  
Dalal Street,  
Fort, Mumbai- 400 001.

Dear Sir/Madam,

**Sub: Outcome of Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref: Scrip Code: 531496**

Pursuant to Regulation 30 and Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby want to inform you that the Board of Directors in meeting held today i.e. Monday, 26<sup>th</sup> February, 2024 at 05:00 P.M. and concluded at 06:30 P.M. inter alia has:

1. Considered and approved the scheme of arrangement in the nature of reorganization of Capital of the Company under Section 230 read with Section 66 of and other applicable provisions of the Companies Act, 2013 as amended;

Further, the detailed disclosure as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/ CFD /CMD/4/2015 dated September 9, 2015 is enclosed as Annexure-A.

You are requested to kindly take the same on record and do the needful.

Thanking you,

**For, OMKAR OVERSEAS LIMITED**

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**BHAVINKUMAR ARVINDKUMAR PATEL**

**COMPANY SECRETARY & CFO**

**ACS: 47572**

**Enclosure: As above**

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## Annexure A

### Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>details for restructuring</b>	<p>The Board of Directors has approved the scheme of arrangement in the nature of reorganization of Share Capital of the Company under Section 230 read with Section 66 of and other applicable provisions of the Companies Act, 2013 i.e. reduction of share capital.</p> <p>Scheme proposes to restructure the share capital of the Company in following two (2) stages:</p> <p>(1) by cancellation of 1,01,900 unpaid equity shares on which call monies is not received till date;</p> <p>(2) by reduction of 95% of fully paid equity share capital of the Company and cancellation of Equity Shares on proportionate basis to adjust the debit balance of Profit and Loss account of the Company against such cancellation.</p>
<b>reasons for restructuring</b>	<p>Due to accumulated huge losses of Rs. 4,95,64,764.81/- against the paid-up share capital of Rs. 4,92,35,750/- as on 31st December, 2023- i.e. the latest financials disseminated on Stock Exchange.</p> <p>Scheme for restructuring of the share capital of the Company would facilitate disclosure of true and fair picture of the financial position of the Company and cleaning up of the Balance Sheet of the Company.</p>
<b>quantitative and/or qualitative effect of restructuring</b>	<p>Upon approval of the Scheme by the Tribunal-</p> <p>1) The issued, subscribed and unpaid share capital of the Company of Rs. 2,54,750/- (divided into 1,01,900 equity shares of Rs. 2.5/- each) shall stand forfeited and cancelled.</p> <p>2) The issued, subscribed and fully paid share capital of the Company shall stand reduced from Rs. 4,89,81,000/- (divided into 48,98,100 equity shares of Rs. 10/- each) to Rs. 24,49,050/- (divided into 2,44,905 equity shares of Rs. 10/- each) by cancelling the balance share capital.</p>
<b>details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring</b>	<p>There is no benefit to the promoter/promoter group/group companies from such proposed restructuring as there will be equal treatment for all the shareholders of the Company under the proposed scheme.</p>
<b>brief details of change in shareholding pattern (if</b>	<p>Upon approval of the Scheme by the Tribunal-</p>

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<b>any)of all entities</b>	<ol style="list-style-type: none"><li>1) The issued, subscribed and unpaid share capital of the Company of Rs. 2,54,750/- (divided into 1,01,900 equity shares of Rs. 2.5/- each) shall stand forfeited and cancelled.</li><li>2) The issued, subscribed and fully paid share capital of the Company shall stand reduced from Rs. 4,89,81,000/- (divided into 48,98,100 equity shares of Rs. 10/- each) to Rs. 24,49,050/- (divided into 2,44,905 equity shares of Rs. 10/- each) by cancelling the balance share capital.</li></ol> <p>Except reduction of unpaid shareholders and fractional shareholders, there will not be any reduction in number of shareholders of the Company.</p>
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