

Date: 04th September, 2024

To,
B S E Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub: Submission of Notice of 29th Annual General Meeting of the Members of the Company under regulation 30 of SEBI Listing Obligations and Disclosure requirements) Regulations, 2015

Scrip Code- 532167

Dear Sir/Ma'am,

The Notice of 29th Annual General Meeting of the members of the Company scheduled to be held on **Monday, 30th day of September, 2024 at 11:30 a.m. at Hotel The Lotus Park, Opp. Kothawala Flat, Ellisbridge, Paldi, Ahmedabad-380006 Gujarat**, containing the business to be transacted thereat, is attached herewith.

As per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility to cast their Vote by Electronics means on all the Resolution set forth in the notice. The instructions for E-Voting are mentioned in the notes of said notice.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,
For **Omkar Pharmachem Limited**

BHAWANI
SHANKAR GOYAL

Digitally signed by BHAWANI
SHANKAR GOYAL
Date: 2024.09.04 11:13:34
+05'30'

Bhawani Shankar Goyal
Managing Director

DIN: 03255804

Add: House No. - 155/2, First Floor, Gali No - 2
Near Gurudwara, Govindpuri, Kalkaji- 110019
Delhi

Enc- a/a

NOTICE OF 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Ninth (29th) Annual General Meeting** of the Members of the Company is scheduled to be held on **Monday, the 30th day of September, 2024** at **Hotel The Lotus Park, Opp. Kothawala Flat, Ellisbridge, Paldi, Ahmedabad-380006 Gujarat** at **11:30 a.m.** to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. audited Balance Sheet as at 31st March, 2024, Statement of Profit and Loss, Statement of Change in Equity and Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Parminder Sharma (DIN-00176300)**, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To approve appointment of Statutory Auditors and fixing of their remuneration:

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Dipal R. Shah & Co., Chartered Accountants, having Firm Registration Number- 126576W be and is hereby appointed as the statutory auditor of the Company for a period of 5 Consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the calendar year 2029 at Rs. 60,000/- (Rupees Sixty Thousands Only) plus Tax/out of pocket expenses, with the authority of the board to make revisions as it may deem fit for the balance term, based on the recommendation of Audit Committee.

RESOLVED FURTHER THAT Directors and/or Company Secretary of the Company be and is hereby authorized to file the required Form ADT-1 with the concerned Registrar of Companies and if required to give intimation to the concern stock exchange, where the shares of the company are listed and also to do all such acts and deeds as may be necessary or incidental to give effect to this resolution.”

SPECIAL BUSINESS:**4. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS**

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

“RESOLVED THAT pursuant to Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, as amended, and other applicable laws/ statutory provisions, if any, Company’s Policy on Related Party Transactions and based on the approval/recommendation of the Audit Committee and the Board of directors of the company, approval of the members of the Company be and is hereby accorded to the material related party transactions entered into/ proposed to be entered into (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) as per the details provided in the explanatory statement between company and Chief Financial Officer and Company Secretary of the company (KMPs) a related party of the company on such terms and conditions as may be agreed between the aforesaid parties, aggregating upto Rs. 20,00,000/- (Rupees Twenty Lakh Only) during the financial year 2024-25 provided however, that the said transactions shall be carried out at an arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 5.** To approve the re-appointment of Mr. Bhawani Shankar Goyal (DIN: 03255804) as Managing Director for a second term of upto 5 years.

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

“RESOLVED THAT pursuant to section 196, 197, 198, 203 and other applicable provisions and schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of the members be and is hereby accorded to re-appoint **Mr. Bhawani Shankar Goyal** (DIN: 03255804) as Managing Director of the Company, who shall be liable to retire by rotation, for a period of 5 years, on expiry of his present term of office, i.e., with effect from 14th February 2025 on NIL Remuneration and in accordance with such other terms and conditions as decided between the company and Managing Director.

RESOLVED FURTHER THAT Mr. Bhawani Shankar Goyal in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For **Omkar Pharmachem Limited**

Sd/-

Date: 03rd September, 2024

Place: Ahmedabad

BHAWANI SHANKAR GOYAL

Managing Director

(**DIN:** 03255804)

Address: House No. - 155/2, First Floor, Gali No – 2 Near Gurudwara, Govindpuri, Kalkaji- 110019 Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE.

EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS` NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.

2. The businesses set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 14.

Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from **24th day of September, 2024 to 30th day of September, 2024 (both days inclusive).**
4. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.omkarpharmachem.co.in/> under shareholder information tab.

5. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA of the company i.e. Alankit Assignments Limited, for assistance in this regard.

Further, SEBI vide its notification no- SEBI/LAD-NRO/GN/2022/80 dated April 25 2022 and notification no- SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18 2022 has simplified the transmission process and prescribed documents to be executed in case of transmission of securities.

6. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/ CIR/2023/37 dated March 16, 2023, SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities.

It shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

Further the earlier requirement of freezing of folios and referring frozen folios by the RTA/listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, has been done away by SEBI vide its circular no. **SEBI/HO/MIRSD/POD-1/P/CIR/2023/181** dated November 17, 2023.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://www.omkarpharmachem.co.in> under shareholder information tab.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

Company has issued letters to all Shareholders of the company along with two reminders for PAN Card, Bank account details and dematerialization of shares held in physical form as required by SEBI vide its circular number **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated 20th April 2018.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November 2021 Company has sent letters along with the help of RTA (Alankit Assignments Limited) for furnishing the details required as per aforesaid circular.

Further, Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023 Company has sent 2nd reminders letters to the shareholders of the company with the help of RTA (Alankit Assignments Limited) for furnishing the details required as per aforesaid circular.

Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.omkarpharmachem.co.in/> under shareholder information tab. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's RTA **Alankit Assignments Limited** in case the shares are held in physical form..
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (Alankit Assignments Limited), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:
 - a. Change in the residential status on return to India for permanent settlement.
 - b. Particulars of the NRE account with a Bank in India, if not furnished earlier.
11. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2023-24 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a

hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Annual Report 2023-24 is being sent to all other members who have not registered their email address (es) alongwith physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

Members may also note that the Annual Report for the financial year 2023-24 and the Notice convening the AGM are also available on the Company's website www.omkarpharmachem.co.in and on the website of Stock Exchange i.e. BSE Limited www.bseindia.com

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id investors.opl@gmail.com.

12. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Director seeking re-appointment at this AGM, forms an integral part of the Notice. The Director has furnished the requisite declarations for his appointment/ re-appointment.
13. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form, where shares are held in physical form, members are advised to register their e-mail address with **Alankit Assignments Limited**. In case of queries, members are requested to write to investors.opl@gmail.com.
14. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location ("Remote E-voting") and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by "Remote E-voting". The company has engaged Central Depository Services (India) Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-voting") will be provided by CDSL.
 - II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their vote at the venue of the

Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers or by show off hands.

- III. The process and manner for remote e-voting are as under:
- (i) The voting period begins on **Friday the 27th day of September 2024 from 9.00 A.M. and ends on Sunday the 29th day of September 2024 up to 5.00 P. M.** During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September 2024**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under

with NSDL Depository	<p>“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the

	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **<OMKAR PHARMACHEM LIMITED>** on which you choose to vote.
- (x) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xi) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xiii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.opl@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 21 09911.

General Instructions:

- (a) The voting period begins on **Friday the 27th day of September 2024 from 9.00 A.M. and ends on Sunday the 29th day of September 2024 up to 5.00 P. M.** During this period shareholders' of the Company, holding shares, as on the cut-off date of **23rd September 2024** may cast their vote electronically.
 - (b) The voting right of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of **23rd September 2024**.
 - (c) **M/s Maulik Bhavsar & Associates, Practicing Company Secretary**, (Membership No.: 11139) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
 - (d) The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.omkarpharmachem.co.in and communicated to the stock exchanges where shares of the Company are listed.
15. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 5.30 pm) on all working days, up to and including the date of Annual General Meeting of the Company.

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17. Regulation 44(6) of SEBI Listing Regulations, is not applicable on the company, therefore conducting live webcast of proceedings of AGM is not required during the year under review.
 18. The route map showing directions to reach the venue of the Twenty-Ninth AGM is annexed.
 19. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
 20. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 3 days before the AGM.
 21. Explanatory Statement pursuant to section 102 (1) of the Act in respect of special business set out in this Notice is annexed hereto.

By Order of the Board
For **Omkar Pharmachem Limited**

Sd/-

Date: 03rd September, 2024
Place: Ahmedabad

BHAWANI SHANKAR GOYAL
Managing Director
(**DIN:** 03255804)
Address: House No. - 155/2, First
Floor, Gali No – 2 Near Gurudwara,
Govindpuri, Kalkaji- 110019 Delhi

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-****ITEM NO. 4**

M/s Rajesh J. Shah & Associates, Chartered Accountants, were re-appointed as the Statutory Auditors of the Company by the Members at the 24th Annual General Meeting (AGM) held on 28th September, 2019 to hold office for the second term of five consecutive years.

Accordingly, the second terms of five years in terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 of Auditor expires on conclusion of the ensuing 29th AGM.

The Board of Directors of the company has, based on the recommendation of the Audit Committee, at their meeting held on September 03, 2024, proposed the appointment of **M/s M/s Dipal R. Shah & Co., Chartered Accountants**, having Firm Registration Number- 126576W as statutory Auditor of the company for a term of Five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 34th AGM to be held in the year 2029.

M/s Dipal R. Shah & Co., Chartered Accountants, having Firm Registration Number-126576W have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of section 139, 141, and other relevant provisions of the Act, and the Companies (Audit and Auditors) Rules, 2014.

Details required under Regulation 36(5) of the SEBI (Listing obligation and Disclosures requirements) Regulations, 2015 are as under.

- The Fee proposed to be paid to M/s Dipal R. Shah & Co., Chartered Accountants, having Firm Registration Number- 126576W towards statutory audit for the financial year 2024- 25 shall not exceed Rs. 60,000/- (Rupees Sixty Thousands Only) plus Tax/out of pocket expenses, with the authority of the board to make revisions as it may deem fit for the balance term, based on the recommendation of Audit Committee.
- There is no material Change in the proposed fee for the auditor from that paid to the outgoing Auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s Dipal R. Shah & Co., Chartered Accountants, having Firm Registration Number- 126576W as the statutory auditor of the company, have taken into consideration, among other things, the credentials of the Firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

None of the Directors/ KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 3 of this Notice.

The Board hereby places the resolution set forth in Item no. 3 for the approval of the Members

ITEM NO. 4

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time states that all related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower, shall be considered as material related party transactions and shall require approval of shareholders of the listed entity by means of an ordinary resolution.

The related party transactions for which this proposal is placed before the shareholders of **Omkar Pharmachem Limited ("the Company")** are between Company Secretary and Chief Financial Officer of the company i.e related parties, of **Omkar Pharmachem Limited, i.e payment of Remuneration.**

The value of transactions between Key Managerial Personnel i.e. Company Secretary and Chief Financial officer and the company during the financial year 2024-25, in aggregate, is expected to exceed the threshold of 10% of the annual consolidated turnover of **Omkar Pharmachem Limited**, as per the last audited financial statements as on March 31, 2024. Since the value of transactions is expected to exceed the prescribed materiality thresholds, prior approval of the members of the Company by way of an **Ordinary Resolution** is being sought pursuant to Regulation 23(4) of SEBI Listing Regulations.

It is submitted that the aforesaid transactions are in the **Ordinary course of business** and at **arm's length basis** and prior approval of the Audit Committee has been taken.

Details of the proposed related party transaction(s) between Key Managerial Personnel i.e. Company Secretary and Chief Financial officer of the Company and the company itself, including the information required to be disclosed as part of the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

Sl. No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Mr. Shivam Karotiya, Company Secretary and Mr. Arun Kumar, Chief Financial Officer of the company are the related parties of the Company i.e. Omkar Pharmachem Limited.</p> <p>As per the definition of "Related party" in terms of regulation 2 (1)(zb) of the SEBI Listing Regulations-related party means, a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:</p>

		The aforesaid KMPs are related to the company as per the provisions of applicable accounting standard i.e. IND-As (Indian Accounting Standard) because as per the provisions of IND-As KMPs of the company qualifies as related party.
2	Type, material terms and particulars of the proposed transaction;	Remuneration to be paid to Chief Financial Officer and Company Secretary of the company (KMPs) a related party of the company for the financial year 2024-25
3	Tenure of the proposed transaction	Recurring transactions during the financial year 2024-25
4	Value of the proposed Transaction	Not exceeding Rs. 20,00,000/- (Rupees Twenty Lakhs) during the financial year 2024-25
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The value of proposed RPTs between Company Secretary and Chief Financial Officer (CFO) is 37.04% of the annual consolidated turnover of the Company, as per financial statements for the immediately preceding financial year ended on March 31, 2024.
6	Justification as to why the RPT is in the interest of the listed entity	Payment of remuneration to Company Secretary and Chief financial Officer is a mandatory requirement and as they are employees of the company and designated as KMPs of the company, so by virtue of definition of related party and related party transaction given under SEBI LODR, remuneration paid to KMPs of the company is considered as Related party transactions.
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds • tenure iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv. the purpose for which the funds	Not Applicable

	will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
8	Details of the Valuation or other external party report (if any)	Not Applicable
9	Name of the Director or Key Managerial Personnel who is related, if any and the nature of their relationship	Mr. Shivam Karotiya, Company Secretary and Mr. Arun Kumar, Chief Financial Officer
10	Percentage of Counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable
11	Any other information that may be relevant	None

Approval of the Members of the Company is, therefore, being sought in terms of Regulation 23(4) of the SEBI Listing Regulations by way of an **Ordinary Resolution** to the aforesaid material RPTs between Company and Company Secretary and Chief Financial Officer of the company for a value, not exceeding in aggregate Rs. 20,00,000/- during the financial year 2023-24.

Validity of the approval of the members of the Company for said RPTs shall be as provided under SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated April 8, 2022, as may be amended from time to time.

The Board recommends the Resolution as set out under business item no. 4 in the notice of this meeting for approval of the members by means of an **Ordinary Resolution**.

Except Company Secretary and Chief Financial Officer of the company none of other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the resolution/related party transaction.

ITEM NO. 5

Mr. Bhawani Shankar Goyal who was appointed as Managing Director of the Company w.e.f 14th February, 2020 and his term of office is getting completed on 13th February, 2024, and thus Nomination and Remuneration Committee of the Board of Directors has recommended and the Board of Directors has approved his appointment as Managing Director for a term of five years at their respective meetings held on 03rd September, 2024 subject to approval by members in the ensuing Annual General Meeting.

In terms of provisions of Section 196 of the Companies Act, 2013 read with schedule V of the Act, the appointment of Mr. Bhawani Shankar Goyal as Managing Director of the Company is now being placed before the Members for their approval. Mr. Bhawani Shankar Goyal is deemed to be interested in the resolution set out at item No. 5 of this Notice with regard to his re-appointment.

Copy of the draft letter for appointment of Mr. Bhawani Shankar Goyal as Managing Director setting out the terms and 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. Mr. Bhawani Shankar Goyal will get NIL remuneration as a Managing Director or such amount as may be decided by the board from time to time.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI ((Listing Obligations and Discloser Requirements) Regulations, 2015.

By Order of the Board
For **Omkar Pharmachem Limited**

Sd/-

Date: 03rd September, 2024
Place: Ahmedabad

BHAWANI SHANKAR GOYAL
Managing Director
(DIN: 03255804)
Address: House No. - 155/2, First
Floor, Gali No – 2 Near Gurudwara,
Govindpuri, Kalkaji- 110019 Delhi

Annexure to Notice:

Additional Information on Director Recommended for Appointment/Re-Appointment as Required Under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by ICSI.

Name of Director	Mr. Parminder Sharma	Mr. Bhawani Shankar Goyal
Date of Birth and Age	26th January 1967 Age-57 Years	3rd November 1981 42 years
Nationality	Indian	Indian
Date of Appointment of Board	14th November, 2003	14th February, 2020
Qualifications	Intermediate	B. Com.
Expertise in specific functional area	Mr. Parminder Sharma having more than 22 Years of Experience in corporate field and expert in Business Management and marketing.	Mr. Bhawani Shankar Goyal aged 42 years having vast experience of more than 20 years in the area of Accounts and Business Administration.
Number of shares held in the Company	35000 Equity Shares	NIL
List of the Directorships held in Other companies*	New Choice Drinks Private Limited Opportunity Developers Private limited Wave Infradevelopers Private Limited Ringold Town Planners Private Limited	Plucky Agrotech Private Limited Mishthi Foods And Beverages Private Limited
Number of Board Meetings attended during the year	8	8
Memberships/Chairman ships of committees of other companies	NIL	NIL
Relationships between Directors inter-se	None	None
Remuneration details (Including Sitting Fees & Commission)	NIL	NIL
Terms and Condition of appointment	Same as Appointment Letter	Same as Appointment Letter

OMKAR PHARMACHEM LIMITED

Regd. Office: 310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat

29th Annual General Meeting to be held on **Monday, the 30th day of September, 2024** at 11.30 a.m. **Hotel The Lotus Park, Opp. Kothawala Flat, Ellisbridge, Paldi, Ahmedabad-380006 Gujarat**

FORM NO. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies act, 2013 and Rule 19(3) of the Companies (Management and administration) rules, 2014)

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No. / Client ID No. : DP ID No.....

I/We, being the member(s) of..... Equity Shares of Omkar Pharmachem Limited, hereby appoint

1. Name: Email Id
Address:

Signature or failing him/her

2. Name: Email Id
Address:

Signature or failing him/her

3. Name: Email Id
Address:.....

Signature.....

As my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 29th Annual General Meeting of the Company to be held on **Monday, the 30th day of September, 2024** at 11.30 am at **Hotel The Lotus Park, Opp. Kothawala Flat, Ellisbridge, Paldi, Ahmedabad-380006 Gujarat** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Ordinary Resolution	Vote (Optional, see Note 2) (Please mention No. of Shares)	
		For	Against
1	Adoption of Financial Statements.		
2	Appoint a director in place of Mr. Parminder Sharma who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment		
3	Approval for appointment of Statutory Auditors and fixing of their remuneration		
Special Business			
4	To consider and approve material related party transactions		
5	To approve the re-appointment of Mr. Bhawani Shankar Goyal (DIN: 03255804) as Managing Director for a second term of upto 5 years		

Signed this.....day of.....2024

Affix revenue
Stamp of not
less than Rs. 1

Signature of Shareholder..... Signature of Proxy holder(s).....

NOTES:

1. This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company at **310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat** not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column black against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the Signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Omkar Pharmachem Limited
 Regd off: **310, Wall Street-1, Near Gujarat**
College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat
 CIN: L93000GJ1995PLC025276, website: www.omkarpharmachem.co.in
 Email id: invetors.opl@gmail.com,

ATTENDANCE SLIP

29th Annual General Meeting- 30th September, 2024

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*		Folio No.	
Client Id*		No. of Shares	

Name and Address of Shareholder	
Name of Proxy, If any	
Registered Folio/ DP ID & Client ID	
No. of Shares held	

I hereby record my presence at the **29th ANNUAL GENERAL MEETING** of the company held on **Monday, the 30th day of September, 2024** at 11: 30 am at **Hotal The Lotus Park, Opp. Kothawala Flat, Ellisbridge, Paldi, Ahmedabad-380006 Gujarat**

.....
Signature of Shareholder/Proxy present

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.