



**OMKAR**  
Always the leaders

# OMKAR SPECIALITY CHEMICALS LIMITED

Regd. & Corporate Office : Unit - III, B-34, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India

Tel. : +91 (0251) 2697340, 2690651, Fax : +91 (0251) 2697347, 2691572

Email : info@omkarchemicals.com Web : www.omkarchemicals.com

CIN : L24110MH2005PLC151589

Ref: OSCL/SE/2020-21/16

Date: July 31, 2020

To,

Corporate Services Department <b>BSE LIMITED</b> P.J. Towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai – 400001. BSE Code: 533317	Corporate Services Department <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. NSE Symbol: OMKARCHEM
--	--

Dear Sir/Madam,

## **SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT**

We are enclosing herewith Annual Secretarial Compliance Report from a Practicing Company Secretary for the year ended March 31, 2020 as per Circular No. CIR/CFD/CMDL1/27/2019 dated February 8, 2019 issued by SEBI.

Kindly take the same on record.

Thanking you,

Yours sincerely,

For **OMKAR SPECIALITY CHEMICALS LIMITED**

SD/-

**SUNNY PAGARE**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

(M.No. F8896)

# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

### Secretarial Compliance Report of OMKAR SPECIALITY CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

We Nilesh A. Pradhan & Co., LLP have examined:

- (a) all the documents and records made available to us electronically and explanation provided by Omkar Speciality Chemicals Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2020 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the current financial year);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the current financial year);

LLP Identity No.AAN-6938

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078  
☎ 91 - 22 49248475/40152204/91 - 9833785809, Email: info@napco.in



(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable during the current financial year as no ESOP shares were issued);

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the current financial year);

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable during the current financial year);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement(Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 state that ,  The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year; disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	There was delay in reporting transactions for the half year ended 30 <sup>th</sup> September, 2019.	The related party transactions for the half year ended 30 <sup>th</sup> September, 2019 were submitted to the Stock Exchange(s) on 17 <sup>th</sup> January, 2020 whereas results were published on 15 <sup>th</sup> November, 2019.



Sr. No	Compliance Requirement(Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
2.	<p>Regulation 18 (1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that,</p> <p>The Chairperson of the audit committee shall be present at Annual general meeting to answer shareholder queries.</p>	<p>The Chairperson of Audit Committee was not present at the Annual General Meeting.</p>	<p>As informed by the management The Chairperson of the audit committee was not present at the Meeting due to personal unavoidable reasons but Mr. Laxmikant Kabra member of the Audit Committee was present to answer the queries of the Shareholders.</p>
3.	<p>As per Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with BSE Circular issued No :DCS/COMP/ 14 /2013-14 ,</p> <p>The Company needs to intimate trading window closure to the Stock Exchange before the start of the quarter.</p>	<p>The Company has not given the intimation for closure of trading window for the quarter commencing on 1<sup>st</sup> July, 2019 and given late disclosure for the quarter commencing on 1<sup>st</sup> January, 2020.</p>	<p>The Company has given disclosure of trading window for quarter commencing on 1<sup>st</sup> January, 2020 on 15<sup>th</sup> January, 2020.</p>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g fines, warning letter , debarment etc.	Observations/Remarks of the Practicing Company Secretary if any
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the Secretarial Compliance Report for the year ended 2019	Action taken by the listed entity if any	Comments of the Practicing Company Secretary on the action taken by the listed entity.
1	There was delay in reporting inter-se transfer and release of pledge to the exchange in terms of Regulation 29 (2) of the Securities And Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	There was delay in reporting inter-se transfer and release of pledge to the exchange in terms of Regulation 29 (2) of the Securities And Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	The Compliance officer has created appropriate system to avoid delay in submissions.	The Company has taken suitable action for timely intimation.



Sr. No	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the Secretarial Compliance Report for the year ended 2019	Action taken by the listed entity if any	Comments of the Practicing Company Secretary on the action taken by the listed entity.
2	There was delay in reporting the encumbrance to the Company and exchange in terms of Regulation 31 (1) of the Securities And Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	There was delay in reporting the encumbrance to the Company and exchange in terms of Regulation 31 (1) of the Securities And Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	The Compliance officer has created appropriate system to avoid delay in submissions.	The Company has taken suitable action for timely intimation.

For Nilesh A. Pradhan & Co., LLP  
Company Secretaries

*N.A. Pradhan*  
Nilesh A. Pradhan  
Partner

FCS No: 5445

COP No: 3659

PR: 791/2020

UDIN: F005445B000535887

Place: Mumbai

Date: 31<sup>st</sup> July, 2020