



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. No.: OSCL/SE/2018-19/36

Date: January 30, 2019

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| To, Corporate Services Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. BSE CODE – 533317 | To, Corporate Services Department National Stock Exchange of India Limited “Exchange Plaza”, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. NSE CODE: OMKARCHEM |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir/Madam,

Subject: Seeking approval of members for considering extension of the resolution (Resolution no. 10 passed in the AGM held on September 27, 2017) for issue of Equity shares of the Company on a rights basis

Puuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we would like to inform you that the Resolution as mentioned in the said notice have been passed by the members of the company with requisite majority.

Consolidated Report of Scrutinizer alongwith report of remote e-voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2015.

The results alongwith the report of the Scrutinizer are being uploaded on the website of the Company.

This is for your information and records.

Thanking You,

Yours sincerely,

For **OMKAR SPECIALITY CHEMICALS LIMITED**

SD/-

SUNNY PAGARE

COMPANY SECRETARY & COMPLIANCE OFFICER

(M.No. F8896)

Encl: a/a

NILESH A. PRADHAN & CO., LLP

Company Secretaries

To,
The Chairman,
OMKAR SPECIALITY CHEMICALS LIMITED
B-34, MIDC, BADLAPUR (EAST)
BADLAPUR -421503

Dear Sir,

RE: SCRUTINIZER'S REPORT ON POSTAL BALLOT

I refer to my appointment as Scrutinizer done by the of Board of Directors of **OMKAR SPECIALITY CHEMICALS LIMITED** vide resolution dated 14th November, 2018 for conducting the Postal Ballot process in a fair and transparent manner, for the purpose of ascertaining the requisite majority for the passing of below mentioned resolution as set out in the notice sent for Postal Ballot:

Resolution No. 1: Seeking approval of members for considering extension of the resolution (Resolution no. 10 passed in the AGM held on September 27, 2017) for issue of Equity shares of the Company on a rights basis.

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, (the "**Companies Act**") and the rules framed thereunder, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [earlier Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009] ("**SEBI ICDR Regulations**"), as amended and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and any other guidelines and clarifications issued by SEBI or any other competent authority, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the company, Listing Agreements entered into by the company with BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") (together the "**Stock Exchanges**") and subject to permissions, consents, sanctions and approvals by any authority, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the company (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers



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conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the company be and is hereby accorded to the Board to offer, issue and allot, by way of a Rights Issue under the provisions of Companies Act and SEBI ICDR Regulations which shall rank pari-pasu with the existing equity shares in the Company (the "Shares") to residents and/or persons resident outside India, which are the existing shareholders, as may be permitted under applicable laws, rules and regulation and policy whether or not they are members of the company in such form and terms, including as to pricing, the ratio in which such securities may be offered, issued and allotted to the existing shareholders/ renounces, the number of Shares to be issued, face value of the Shares, premium, fixing of record date or book closure, allotment, and other related or incidental matters as may be decided and deemed appropriate by the Board up to a sum of Rs. 150 Crores (inclusive of premium as may be determined by the Board, under the applicable laws)(the "Issue") in one or more tranches, at such price or prices, in accordance with SEBI ICDR Regulations at a premium or discount to market price or prices and in such manner and on such terms and conditions as the Board may in its absolute discretion think fit, in consultation with the Lead Managers and/ or Underwriters and/or other advisers as may be appointed by the Board, whether with or without an option to subscribe for additional Securities.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms in accordance with Indian Laws and/or international practices including, but not limited to, conditions in relation to such terms as are provided in issue of securities of this nature internationally and/or domestically as the Board may deem fit and appropriate and the Board is also entitled to enter into and execute all such arrangements/agreements, as the case may be, with any Lead Managers, Legal Advisors, Underwriters, Registrars, Advertisers, Advisors, Printers, custodians and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including the payment of commissions, brokerage, fees, or the like and also to seek listing of such security or securities representing the same in one or more Stock exchanges within and/or outside India.

RESOLVED FURTHER THAT the Board may enter into any arrangement with any agency or body for issue and/or allotment of the Shares in such form(s) with such features and attributes as are prevalent in domestic as well as international capital markets for instruments of that nature and to provide for the tradability or free transferability thereof as per the domestic as well as international practices and regulations, and under the norms and practices prevalent in the international markets and the securities issued in foreign markets and/or Indian markets shall be deemed to have been made abroad and/or in the international market and/or at the place of issue of the securities in the international market and/or Indian market and may be governed by applicable indian laws and/or foreign laws, as the case may be.

RESOLVED FURTHER THAT since Shares are offered through Rights issue, the Members shall have the right to renounce all or any of the shares offered, in favour of any other person or persons or any other legal entities subject to the right of the Board of Directors to refuse allotment to a person, not being a Member of the Company without assigning any reason.



The Members can apply for additional shares provided that the Members who have renounced their rights in whole or in part may be entitled to allotment of additional shares at the discretion of the Board of Directors and in consultation with the Stock Exchange(s), the allotment of additional shares shall be made on an equitable/proportionate basis. The renounees may also apply for additional shares; however allotment of additional shares shall be at the discretion of the Board in consultation with the Stock exchange(s).

RESOLVED FURTHER THAT in case of any over subscription of the Issue, the Board be and is hereby authorised to retain such of the amount, and Issue and allot such securities as may be permitted in accordance with the applicable laws, rules and provisions in consultations with concerned authorities including Stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify, alter any of the foregoing terms and conditions in conformity with those as may be approved by SEBI, RBI or any other appropriate authority and/or Department.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board including any committee thereof, be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, usual or expedient, including without limitation the utilization of Issue proceeds, entering into agreement of underwriting, Memorandum of Understanding, marketing and depository arrangements, and with power on behalf of the company to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the Issue, allotment of the Shares and utilization of the issue proceeds, for repayment of existing overdue of lenders and reduction of debt, meeting additional working capital requirements, upgradation of existing manufacturing facilities, , repayment of unsecured loan to the promoters, adjustment of unsecured loan of promoters against their rights entitlement, meeting issue expenses and other general corporate needs, as they may deem fit.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for adjustment to the extent of their rights entitlement, of unsecured loans of Promoters and members of Promoters Group brought in by them from time to time as per the requirement of funds in the company.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for additional subscription in the Issue by Promoters and members of Promoters Group in case of under subscription subject to compliance of Regulation 10(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 38 of SEBI Listing Regulations.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for Promoter or any member of the Promoter Group for subscribing in the Issue on their behalf (individual or jointly) or on behalf of other member of the Promoter Group, subject to SEBI ICDR Regulations, SEBI Listing Regulations, as amended and any other applicable law.



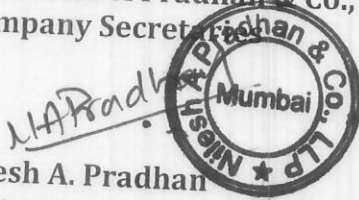
Nilesh A. Pradhan & Co., LLP
Company Secretaries

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board/ committee be and is hereby authorised to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any director(s) or officer(s) of the company as may be required and it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may be arise in regard to the offer/ issue, allotment of securities and utilisation of issue proceeds without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Regards,

For Nilesh A Pradhan & Co., LLP

Company Secretary



Nilesh A. Pradhan

Partner

CP: 5445

FCS: 3659

Date:

Place:

NILESH A. PRADHAN & CO., LLP

Company Secretaries

I, Nilesh A. Pradhan, Partner of M/s. Nilesh A. Pradhan & Co., LLP Company Secretaries, appointed by the Board of Directors of the Company as Scrutinizer for the purpose of conducting the Postal Ballot in a fair and transparent manner do hereby report, by way of separate note as hereunder:

MINUTES OF WORK UNDERTAKEN AS SCRUTINIZER:

1. The Company had on 27th December, 2018 completed the dispatch of the notice under Section 110 of the Companies Act, 2013, along with the Postal Ballot forms and self addressed prepaid reply envelopes to the members of the Company whose names appeared on the Register of Members/List of Beneficiaries as on Friday, 21st December, 2018 being the record date.
2. All the envelope(s) received were opened by my representative(s) and the same have been verified by me.
3. Verification of signature of all the voting form was done by my representatives on the basis of signature provided by Bigshare Services Private Limited, Registrar & Share Transfer Agent of the Company.
4. After sequentially numbering and initialing consecutively numbered Postal Ballot Forms, I duly filed them in separate files.
5. All Postal Ballot Forms received till 5.00 P.M. on Sunday, 27th January, 2019 being the last date and times fixed by the company for receipt of response to the Postal Ballot Forms were considered for my scrutiny.
6. Envelopes containing Postal Ballot Forms received after 5.00 P.M. on Sunday, 27th January, 2019 have not been considered for my scrutiny in order to comply with the terms of postal ballot notice and such envelopes including undelivered envelopes have not been opened, all ballots received after 27th January, 2019 have not been accounted for in arriving at the final result.
7. I have not found any defaced Postal Ballot Form and incomplete form have been marked as "Invalid" and not counted for ascertaining the requisite majority.



LLP Identity No. AAA-6938
Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.
☎ 91 - 22 49248475/40152204/91 - 9833785809, Email: info@napco.in

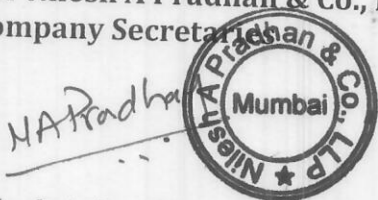
8. In determining the validity or otherwise of the Postal Ballots received, I have adopted the criteria as given under the Secretarial Standard-2 issued under Section 118 (10) of the Companies Act, 2013.
9. I have given final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of Statements generated, I have prepared my Report. I enclose a copy of such statements duly signed by me for the purpose of identification.
10. I hereby report to you the result for ascertaining the requisite majority for the passing of the resolution as set out in the notice sent for postal ballot is as under:

RESOLUTION 1: Seeking approval of members for considering extension of the resolution (Resolution no. 10 passed in the AGM held on September 27, 2017) for issue of Equity shares of the Company on a right basis

| Particulars | No. of Postal Ballot forms/ E-voting | No. of Shares | Percentage of total valid votes Cast |
|---------------------------------------------------------|-----------------------------------------|---------------|--------------------------------------|
| Total Votes received through Postal Ballot and E-voting | 142 | 4905997 | |
| Less: Invalid Votes | 3 | 5254 | |
| Net Valid Votes | 139 | 4900743 | 100% |
| Votes cast in favor of Resolution | 122 | 4860829 | 99.19% |
| Votes cast in against the Resolution | 17 | 39914 | 0.81% |

Based on the number of votes i.e. 99.19% cast in favor of the resolution "Seeking approval of members for considering extension of the resolution (Resolution no.10 passed in the AGM held on September 27, 2017) for issue of Equity shares of the Company on a right basis", I report that the said Special Resolution for issue of shares on right basis is passed by the requisite majority.

Regards,
For Nilesh A Pradhan & Co., LLP
Company Secretary



Nilesh A. Pradhan
Partner
CP: 5445
FCS: 3659

Date:
Place:

Outcome of Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

| | |
|-------------------------------------------------------------------------------------|-------------------------------------|
| Date of start date of Postal Ballot | December 28, 2018 |
| End date of Postal Ballot | January 27, 2019 |
| Total No. of shareholders as on Record Date | 21651 shareholders as on 21-01-2019 |
| No. of Shareholders present in the meeting either in person or through proxy | |
| Promoters and Promoter Group | NA |
| Public | NA |
| No. of shareholders attended the meeting through video conferencing | |
| Promoters and Promoter Group | NA |
| Public | NA |

Resolution No. 1:

Seeking approval of members for considering extension of the resolution (Resolution no. 10 passed in the AGM held on September 27, 2017) for issue of Equity shares of the Company on a rights basis.

| Resolution required: (Ordinary/ Special) | | | Ordinary | | | | | | |
|---------------------------------------------------------------------------|---------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | |
| Sr. No. | Category | Mode of Voting | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of votes in favour on votes polled | % of votes against on votes polled |
| | | | [1] | [2] | [3]=[2]/(1)*100 | [4] | [5] | [6]=[4]/(2)*100 | [7]=[5]/(2)*100 |
| 1. | Promoter & Promoter Group | E-voting | 4774827 | 4774827 | 100 | 4774827 | 0 | 100 | 0 |
| | | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | | 4774827 | 100 | 4774827 | 0 | 100 | 0 |
| 2. | Public Institutional – & Others | E-voting | 1629 | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Public- Institutions Non | E-voting | 15801548 | 4872221 | 30.8338 | 4847307 | 24914 | 99.4887 | 0.5113 |
| | | Postal Ballot | | 28522 | 0.1805 | 13522 | 15000 | 47.4090 | 52.5910 |
| | | Total | | 4905997 | 31.0143 | 4860829 | 39914 | 99.1856 | 0.8144 |
| Total | | | 20570084 | 9675570 | 47.0190 | 9635656 | 39914 | 99.5875 | 0.4125 |

*Details of Invalid Votes

| Details of Invalid Votes | |
|---------------------------------|---------------------|
| Category | No. of Votes |
| Promoter & Promoter Group | 0 |
| Public – Institutional & Others | 0 |
| Public- Non Institutions | 5254 |

For **OMKAR SPECIALITY CHEMICALS LIMITED**

Sd/-

SUNNY PAGARE

COMPANY SECRETARY & COMPLIANCE OFFICER

(M.No. F8896)