



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/2018-19/32

Date: January 22, 2019

To,

Corporate Services Department BSE LIMITED P.J. Towers, 1 st Floor, Dalal Street, Mumbai – 400001. BSE Code: 533317	Corporate Services Department NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051. NSE Symbol: OMKARCHEM
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Sub.: Intimation under Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015.

In Compliance with the Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated November 14, 2018 and Postal Ballot Form, dispatched to the shareholders of the Company on December 27, 2018 pursuant to the provision of the Sections 108 & 110 of the Companies Act, 2013 and the rules made thereunder. This is for your reference and records.

Thanking you,

Yours truly,

For **OMKAR SPECIALITY CHEMICALS LIMITED**

SUNNY PAGARE

COMPANY SECRETARY & COMPLIANCE OFFICER

(M. No. F8896)

Encl: as above.

ITEMS OF THE CALENDAR OF EVENTS FOR POSTAL BALLOT PROCESS

S. No.	Particulars	Date of event
1	Date of approval of the Board of directors for seeking approval of members through Postal Ballot process for the business will be transacted through postal ballot.	14.11.2018
2	Date on which consent was given by the scrutinizer to act as such.	14.11.2018
3	Date of appointment of scrutinizer.	14.11.2018
4	Cut-off Date for determining the names of shareholders entitled to notice of postal ballot and eligibility to vote.	21.12.2018
5	Date of completion of dispatch of notice along with Postal Ballot Form by e-mail/physical mode.	26.12.2018
6	Filing of intimation of calendar of events and postal ballot notice for conducting Postal Ballot to the Stock Exchanges.	26.12.2018
7	Display of the Notice of Postal Ballot in the Company's website	26.12.2018
8	Publication of Notice in newspaper for postal Ballot process and appointment of scrutinizer.	27.12.2018
9	Filing of Newspaper advertisement with Stock Exchanges	27.12.2018
10	Date of Commencement of voting (E-voting and Physical)	28.12.2018 (9.00 a.m.)
11	Date of Closure of voting (Postal Ballot and E-voting)	27.01.2019 (5.00 p.m.)
12	Last date for receiving Postal Ballot Forms by the Scrutinizer.	27.01.2019
13	Date of Submission of the Report by the Scrutinizer (not later than seven days from the date of receipts of the ballot papers)	30.01.2019
14	Date of declaration of results by the Company	30.01.2019
15	Date of Intimation of results of Postal Ballot to Stock Exchange	30.01.2019
16	Display of the results of Postal Ballot in the Company's website	30.01.2019
17	Date of signing of the minute book by the Chairman in which the results ballot is recorded.	31.01.2019
18	Date of returning the Ballot papers, register required to be maintained by the scrutinizer and other related papers to the Chairman by the Scrutinizer.	31.01.2019
19	Date for filing of the Special resolution with the ROC within 30 days from the date of declaration of results of Postal Ballot	31.01.2019







OMKAR SPECIALITY CHEMICALS LIMITED

CIN: L24110MH2005PLC151589

Reg. Office: B-34, M.I.D.C., Badlapur (East), Thane - 421503.

Tel No.: +91-251-2697340/2690651, Fax No: +91-251-2697347/2691572

Website: www.omkarchemicals.com, E-mail: investor@omkarchemicals.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other applicable laws and regulations, if any (including any statutory modification(s) or re-enactment thereof for the time being in force, as amended from time to time), that the resolutions annexed herewith are proposed to be passed by the Members as Special Resolution by way of postal ballot ("Postal Ballot")/electronic voting ("e-Voting").

The Explanatory Statement pursuant to Sections 102, 110 of the Act, pertaining to the aforesaid Resolutions setting out the material facts concerning the items and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors has appointed Mr. Nilesh A. Pradhan of Nilesh A. Pradhan & Co. LLP, Practicing Company Secretary (Membership No. F5445, C.P. No.3659) as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than close of working hours (5.00 p.m.) on Sunday, 27.01.2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted.

Members may note that as required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and SEBI Listing Regulations the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members of the Company. The Company is providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice under the section "Procedure and Instructions for e-Voting".

Upon completion of the scrutiny of the Postal Ballot (including e-Voting), the Scrutinizer will submit his report to the Chairman or any Director of the Company. The results of the Postal Ballot shall be declared on or before Sunday, 30.01.2019 and displayed at the Registered Office of the Company, intimated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), (the "Registrar and Transfer Agent"), NSDL and shall also be displayed along with the Scrutinizer's report on the Company's website viz. www.omkarchemicals.com.

DRAFT RESOLUTIONS:

1. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as **SPECIAL RESOLUTION**:

"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 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/ renoucees, 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 upto 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 overdues 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.

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.”

Registered Office:

B-34, M.I.D.C., Badlapur (E),
Thane- 421503, Maharashtra.
Tel.: +91 (0251) 2697340, 2690651,
Email: investor@omkarchemicals.com;
Web: www.omkarchemicals.com;
CIN: L24110MH2005PLC151589

By Order of the Board of Directors
For Omkar Speciality Chemicals Limited

Sd/-
Sunny Pagare
Company Secretary & Compliance Officer

Date: November 14, 2018

Place: Badlapur

Notes:

1. The Explanatory Statement and reasons for the proposed aforesaid Resolution under Item No. 1 pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons of the proposed Resolutions is annexed herewith along with the Form for your consideration.
2. The Board of Directors have appointed Mr. Nilesh A. Pradhan of Nilesh A. Pradhan & Co. LLP, Practicing Company Secretary, (Membership No. F5445, C.P. No.3659) as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.
3. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 21.12.2018.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 21.12.2018. A member need not use all his/her votes or cast his/ her votes in the same way.
5. The completion of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Regional newspaper having wide circulation, and disseminated on the Company's website.
Members may also note that the Notice of the Postal Ballot will also be available on the Company's website www.omkarchemicals.com.
6. In accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose e-mail ids are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
7. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all

its Members, to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.

8. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice
Members have the option either to vote through the e-Voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. Bigshare Services Private Limited, Address or can download Postal Ballot Form from the <https://www.evoting.nsdl.com> or <http://www.omkarchemicals.com>, fill in the requisite details and send the same to the Scrutinizer.
9. Resolutions passed by the Members by means of Postal Ballot including e-Voting is deemed to have been passed at a general meeting of the Members.
10. Voting in the Postal Ballot/e-Voting cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. If the Corporate and institutional members vote through their authorised representatives, certified copies of relevant authorization may also be submitted to the Scrutinizer.
11. Relevant documents referred in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all the working days, excluding Saturdays, Sundays and Public Holidays up to the date of announcement of the result of Postal Ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Sunday, 27.01.2019. Postal Ballot Forms received after this date will be treated as invalid.

13. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations” or “SEBI LODR”) and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means (“remote e-voting”) to its Members to enable them to cast their votes through e-voting instead of returning duly filled up Postal Ballot forms. The Company has engaged services of National Securities Depository Limited (NSDL) as its agency for providing e-voting facility to Members of the Company. It may be noted that e-voting is optional.

- (a) Date and time of commencement of voting through electronic means: Friday, 28.12.2018 at 9:00 a.m.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Sunday, 27.01.2019 till 5:00 p.m.
- (c) Details of Scrutinizer: Mr. Nilesh A. Pradhan, Practicing Company Secretary.

The instructions for e-Voting are as follows:

I. Remote e-Voting :

A. In case of Shareholders’ receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz; “remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file “Remote e-voting.pdf”.

Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

Click on Shareholder – Login.

Put user ID and password & Click – Login

- (ii) Password change menu appears. If you desire, then change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (iii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles
- (iv) Select “EVEN” of Omkar Speciality Chemicals Limited
- (v) Now you are ready for e-voting as Cast Vote page opens.
- (vi) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (vii) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (viii) Once you have voted on the resolution, you will not be allowed to modify / change your vote

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in

B. In case of Shareholders’ receiving Postal Ballot Form by post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as mentioned above, to cast your vote.

II. Other Instructions:

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

- a) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+ Folio No.)

Shareholders who forgot the User Details/Password can use "Forgot User Details/Password Of "Physical User Reset Password" option available on www.evoting.nsdl.com

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.omkarchemicals.com). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid e-Voting shall prevail and voting done by Physical Ballot will be treated as invalid.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Shareholders, in the Annual General Meeting of the Company held on September 27, 2017 had approved the proposal of the Rights issue of Equity shares to the extent of Rs. 150 crores (inclusive of premium as may be determined by the Board) in the Company and further modification through postal ballot dated 02.07.2018. As the validity of the said resolution was only 12 months and the Company couldn't raise the funds during the said period, therefore the Board is now seeking approval of members through Postal Ballot process 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 rights basis.

With the object of repayment of existing overdues to lenders and reduction of debt, meeting additional working capital requirements, upgradation of existing manufacturing facilities, adjustment of existing unsecured loan of Promoter and Promoter Group, and meeting general corporate purposes & issue expenses or any other corporate use which may be required in the normal business and as permitted under applicable laws or regulations from time to time or as it may deem fit by the Board or Committee thereof, the Company plans to offer equity shares of the Company to its eligible shareholders on a rights basis (the 'Issue') in accordance with the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations and other applicable laws by raising of funds upto an aggregate value not exceeding Rs. 150 crores in one or more tranches, and subject to receipt of necessary approvals from statutory, regulatory and other authorities, as applicable. The detailed terms and conditions for the Issue will be determined in consultation with the Merchant Bankers, Lead Managers and Legal Counsels appointed by the Company considering the prevailing market conditions and other relevant factors. Since the pricing of the offering could be decided only at a later stage, the resolution does not state the issue price or the precise number of the securities to be issued. The resolution seeks to afford discretion to the Board (including a Committee thereof) to finalise these terms in consultation with the agencies aforesaid in accordance with the applicable laws.

Promoter and the member of the Promoters Group also wish to subscribe for the additional shares including any renouncement of rights in their favour apart from their individual / collective Rights entitlement. The Promoter and the members of the Promoter Group also wish to subscribe for additional shares in the Issue on their behalf (individual or jointly) or on behalf of other member/s of the Promoter 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 (LODR) Regulations, 2015 as amended.

The outstanding unsecured loan of Promoter and Members of Promoter Group shall be included while calculating minimum subscription and will be treated as Promoter's subscription to their rights entitlement/additional subscription in the proposed Rights Issue.

The consent of the Members is being sought pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the RBI, the SEBI, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

In view of the reasons aforesaid, as enabling resolution is proposed for consideration of the shareholders to give adequate flexibility and discretion to the Board, including any committee thereof, to finalize the terms of the Issue.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as Special Resolution by the Members through Postal Ballot.

Except Mr. Pravin Herlekar and Mr. Rishikesh Herlekar, Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company.

Registered Office:

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CIN: L24110MH2005PLC151589

By Order of the Board of Directors
For Omkar Speciality Chemicals Limited

Sd/-
Sunny Pagare
Company Secretary & Compliance Officer

Date: November 14, 2018

Place: Badlapur



OMKAR SPECIALITY CHEMICALS LIMITED

CIN: L24110MH2005PLC151589

Registered Office: B-34, M.I.D.C, Badlapur (East), Thane - 421503.

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Website: www.omkarchemicals.com, Email: investor@omkarchemicals.com

POSTAL BALLOT FORM

Sr. No.:

1. Name & registered address of the sole/ first named Shareholder	:	
2. Name (s) of the Joint Shareholder (s), if any	:	
3. Registered Folio No. / DP ID No. & Client ID No	:	
4. No. of Equity Shares held	:	
5. e-Voting Even number	:	

I/ We hereby exercise my/our vote(s) in respect of the following ordinary Resolutions to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice dated November 14, 2018, of Omkar Speciality Chemicals Limited (Company), by conveying my/our assent or dissent to the said Resolutions by placing a tick mark (✓) at the appropriate box below:

Sr. No.	Details of Resolutions	No. of Equity shares	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
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.			

Signature of shareholder / Beneficial Owner)

Place:

Date:

NOTE: Please read the instructions given overleaf carefully before exercising your vote. Only valid Postal ballot forms received by the scrutinizer by 5.00 p.m. on 27.01.2019, shall be considered.

Instructions for filling Postal Ballot Form:

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed Business Reply Envelope (BRE). Postage will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
3. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
4. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Registrar and Transfer Agent (RTA)/Depository Participant). In case of joint-holding, this Postal Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. In case of Equity shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly certified/attested.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
7. The right of voting by Postal Ballot shall not be exercised by a Proxy.
8. Duly completed Postal Ballot Form should reach the scrutinizer not later than Sunday, 27.01.2019, 5.00 p.m. (IST). All Postal Ballot Forms received after this date will be considered invalid. The scrutinizer will submit the report to the Chairman or any Director of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced on or before Wednesday, 30.01.2019.
9. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed BRE, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the scrutinizer.
11. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated November 14, 2018.
12. The voting rights of the Members shall be in proportion to their Equity shares in the total paid-up Equity share capital of the Company as on December 21, 2018. A person who is not a member on the relevant date should treat this Notice for information purpose only.
13. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-Voting and vice versa. In case Members cast their votes both by Postal Ballot and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
14. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website at the link <http://www.omkarchemicals.com> and the same duly completed should reach the scrutinizer not later than the last date for voting specified at sr. No. 8 above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
15. In case of non-receipt of the Postal Ballot Form or for any query relating there to, the Members may contact the Company's RTA, Bigshare Services Private Limited Address or send an e-mail at investor@omkarchemicals.com.