



# 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

Ref. No.: OSCL/SE/2016-17/96

Date: September 28, 2016

To, Corporate Services Department <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. BSE CODE – 533317	To, Corporate Services Department <b>National Stock Exchange of India Limited</b> “Exchange Plaza”, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. NSE CODE: OMKARCHEM
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**Sub: Voting Results of Court Convened Meeting of the Equity Shareholders of the Company & Results of the Postal Ballot seeking approval of the equity shareholders.**

Dear Sir/ Madam,

With reference to the cited subject and in compliance of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the following -

1. Voting Results of e-voting and poll conducted at the meeting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as Annexure – I
2. Voting Results of postal ballot and e-voting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as Annexure – II
3. Scrutinizer’s Report for Postal ballot and e-voting
4. Scrutinizer’s Report on Poll
5. Consolidated Report of Scrutinizer

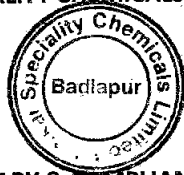
The results alongwith the report of the Scrutinizer are being uploaded on the website of the Company and also on the website of the National Securities Depository Limited (NSDL) and is also displayed at the Company’s registered office.

This is for your information and records.

Thanking You,

Yours sincerely,

For **OMKAR SPECIALITY CHEMICALS LIMITED**



**SUNNY PAGARE**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

(M. No. F8896) Encl: a/a

**CIN: L24110MH2005PLC151589**

Unit - I, W-92 (A), M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2698840, Fax : +91 (0251) 2691662  
Unit - II, F-24, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2691852, Fax : +91 (0251) 2697673  
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  
Unit - IV, F-9 & F-10/1, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : 0251-2694321 / 2696432, Fax : 0251-2696434  
Unit - V, D-27/5, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra  
Unit - VI, B - 15 & B - 16, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra

**OMKAR SPECIALITY CHEMICALS LIMITED - COURT CONVENED MEETING**

<b>Court Convened Meeting</b>	26-09-16
<b>Total number of shareholders on record date</b>	12967
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	53
Promoters and promoter Group:	9
Public:	44
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	Not Arranged
Promoters and promoter Group:	
Public:	


**Resolution:** Resolution pursuant to provisions of Sections 391 to 394 of the Companies Act, 1956 and the Companies, Act 2013 read with relevant Rules and SEBI LODR Regulations and SEBI Circulars and under relevant provisions of applicable law for approval of Scheme Amalgamation and Arrangement between Omkar Speciality Chemicals Limited and Lasa Laboratory Private Limited, Rishichem Research Limited, Desh Chemicals Private Limited, Lasa Supergenerics Limited and their respective shareholders and creditors.

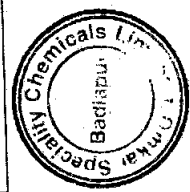
**Resolution required:** (Ordinary / Special)  
Approval of majority in number representing three fourth in value of shareholders as per Section 391 of the Companies Act, 1956

**Whether promoter/promoter group are interested in the agenda/resolution ?**  
No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter &amp; Promoter Group</b>	E-VOTING	10925382	10545382	96.52	10545382	0	100.00	0.00
	POLL		380000	3.48	380000	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	100.00	0.00
	TOTAL		10925382	100.00	10925382	0	100.00	0.00
<b>Public - Institutions, Non - Institutions &amp; Others</b>	E-VOTING	9652622	963072	9.98	952872	10200	98.94	1.06
	POLL		68107	0.71	68107	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.99
	TOTAL		1031179	10.68	1020979	10200	99.01	0.99
<b>TOTAL</b>		20578004	11956561	58.10	11946361	10200	99.91	0.09

FOR OMKAR SPECIALITY CHEMICALS LIMITED

  
**CS SUNNY PAGARE**  
 COMPANY SECRETARY & COMPLIANCE OFFICER  
 M.NO. F8896



**OMKAR SPECIALITY CHEMICALS LIMITED - POSTAL BALLOT & E-VOTING**

Start Date of Postal Ballot	27.08.16
End Date of Postal Ballot	25.09.16
Total number of shareholders on record date	12987
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and promoter Group:	Not Applicable
Public:	Not Applicable

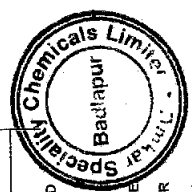
**Resolution:** Resolution pursuant to provisions of Sections 391 to 394 of the Companies Act, 1956 and the Companies Act, 2013 read with relevant Rules and SEBI LODR Regulations and SEBI Circulars and under relevant provisions of applicable law for approval of Scheme Amalgamation and Arrangement between Omkar Speciality Chemicals Limited and Lasa Laboratory Private Limited, Luthwa Chemicals Company Private Limited, Rishichem Research Limited, Desh Chemicals Private Limited, Lasa Supergenerics Limited and their respective shareholders and creditors.

**Resolution required:** (Ordinary / Special)  
 Ordinary - Number of votes cast by the public shareholders in favour of the scheme should be more than the numbers of votes cast by the public shareholders against it as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015

Whether promoter/promoter group are interested in the agenda/resolution ?  
 No - Only public shareholders are entitled to vote on this resolution in terms of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING							
	POLL		963072	9.97	962872	10200	98.94	1.06
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL							
Public - Institutions, Non - Institutions & Others	E-VOTING	9656622	54304	0.56	54304	0	100.00	0.00
	POLL		1017376	10.54	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	9656622	1017376	10.54	0	0	0.00	0.00

Promoters & Promoter Groups holding 10925382 shares of the Company are not considered for postal ballot and e-voting.



FOR OMKAR SPECIALITY CHEMICALS LIMITED  
 CS SUNNY PAGARE  
 COMPANY SECRETARY & COMPLIANCE OFFICER  
 M.NO. F8896

**NILESH A. PRADHAN & CO.**

Nilesh A. Pradhan.

B.COM., F.C.S.

Practicing Company Secretary

B-201, Pratik Industrial  
Estate, Near Fortis Hospital,  
Mulund-Goregaon Link Road,  
Mumbai-400078.

☎ 91 - 2225662152/53

91 - 2225667226/7/8

Email: info@mapco.in

To,  
The Chairman,  
Of the Court Convened Meeting of Equity Shareholders of  
**OMKAR SPECIALITY CHEMICALS LIMITED,**  
B-34, M.I.D.C., Badlapur (East)  
Thane-421503

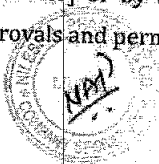
Dear Sir,

**RE: SCRUTINIZER'S REPORT ON POSTAL BALLOT & EVOTING**

I refer to my appointment as Scrutinizer at the meeting of Board of Directors of **OMKAR SPECIALITY CHEMICALS LIMITED** held on Saturday, 13<sup>th</sup> August, 2016 for conducting the Postal Ballot & E-voting 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:

**Item No. 1**

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 2013 as may be applicable, and the Companies (Court) Rules, 1959 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Judicature at Bombay (or National Company Law Tribunal, if and when applicable) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay [or National Company Law Tribunal ("NCLT"), if and when applicable] or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the



Nilesh A. Pradhani & Co.

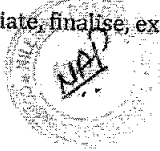
Company, the proposed Composite Scheme of Arrangement involving Amalgamation of Desh Chemicals Private Limited ("First Transferor Company"), Lasa Laboratory Private Limited ("Second Transferor Company"), Rishichem Research Limited ("Third Transferor Company"), Urdhwa Chemicals Company Private Limited ("Fourth Transferor Company"), collectively, "the Transferor Companies", with Omkar Speciality Chemicals Limited ("Transferee/ Applicant Company") and their respective shareholders and creditors along with the Scheme of Demerger between Omkar Speciality Chemicals Limited ("Demerged/Applicant Company") and Lasa Supergenerics Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Pravin S. Herlekar (Chairman & Managing Director), Mr. Omkar P. Herlekar (Whole Time Director), Mr. Rishikesh P. Herlekar (Executive Director) and Mr. Sunny D. Pagare (Company Secretary) be and are hereby severally authorized in the name of and on behalf of the Company to:

- (i) To file the Scheme and any other information/details with the regulatory authorities concerned to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (ii) To sign and file applications to the High Court of Judicature at Bombay or the NCLT, if and when applicable, seeking directions as to convening/dispensing with the meeting of the shareholders/creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the Court or otherwise;
- (iii) To sign and file affidavits, petitions, pleadings, applications, statements, memos and to engage Counsels, Advocates, Chartered Accountants and other consultants or professionals and to do all acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Companies Act, 1956 and the Companies (Court) Rules, 1959 for or in connection with obtaining the sanction of the Hon'ble High Court of Judicature at Bombay or the NCLT to the Scheme;



- (iv) To sign and issue public advertisements and to issue notices to the members or any other class of persons, as per directions of the Hon'ble High Court of Judicature at Bombay, or the NCLT, as the case may be;
- (v) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s)/ requirements or limitation imposed by the BSE, the NSE, the Hon'ble High Court of Bombay, the NCLT or any other statutory or regulatory authorities, as the case may be and may give such directions, as they may consider necessary and to settle any doubt, question or difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (vi) To obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme; others as and where required about the Scheme and do all such acts, deeds, matters and things as may be at their discretion be deemed necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
- (viii) To obtain the Order of the Hon'ble High Court of Judicature at Bombay or NCLT, as the case may be, approving the Scheme and file the same with the Registrar of Companies, Maharashtra, Mumbai or such other appropriate authorities so as to make the sanctioned Scheme effective;
- (ix) To do all further acts, deeds, matters and things to give effect to the Scheme and for matters connected therewith or incidental thereto including and not limited to issuing consent letters on behalf of the Company;
- (x) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (xi) To file a copy of this resolution duly certified and forward to the concerned authorities including Hon'ble High Court of Judicature at Bombay or NCLT, as the case may be, for record;
- (xii) To authorise the officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of

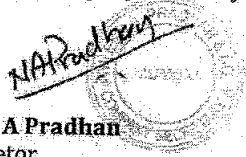


Nilesh A. Pradhan & Co

assignment/conveyance and any other deeds, documents, scheme, agreements, forms, returns, applications, letters etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and expedient at their absolute discretion in the above matters; and generally, do all other acts, deeds or things (including making any statutory filings, submission of further documents to any authority, execution of any other documents, advertisements of notices and other information, payment of stamp duty, fees, charges, duties, etc.) as may be considered necessary and expedient in relation to the proposed Scheme and /or authorize any other person to do any of the above mentioned acts, deeds or things in relation to giving effect to the proposed Scheme."

Regards,

For Nilesh A. Pradhan & Co.,  
Practicing Company Secretary



Nilesh A Pradhan  
Proprietor  
CP: 3659  
FCS: 5445

Date: 28<sup>th</sup> September, 2016  
Place: Mumbai

## **NILESH A. PRADHAN & CO.**

Nilesh A. Pradhan.

B.COM., F.C.S.

*Practicing Company Secretary*

B-201, Pratik Industrial  
Estate, Near Fortis Hospital,  
Mulund-Goregaon Link Road,  
Mumbai- 400078.

☎ 91 - 2225662152/53

91 - 2225667226/7/8

Email: info@napco.in

### **REPORT ON POSTAL BALLOT & EVOTING**

I, Nilesh A. Pradhan, Proprietor of M/s. Nilesh A. Pradhan & Co., Practicing Company Secretary, appointed by the Board of Directors of the Company as Scrutinizer for the purpose of conducting the Postal Ballot & E-voting Process in a fair and transparent manner, do hereby report, by way of separate note as follows:-

#### **MINUTES OF WORK UNDERTAKEN AS SCRUTINIZER:**

1. The Company had on 22<sup>nd</sup> August, 2016 completed the dispatch of the notice under Section 110 of the Companies Act, 2013, alongwith 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 12<sup>th</sup> August, 2016 being the record date.
2. All the envelope(s) received were opened by my representative(s) and the same have been verified by us.
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. of 25<sup>th</sup> September, 2016 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. of 25<sup>th</sup> September, 2016 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 25<sup>th</sup> September, 2016 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.





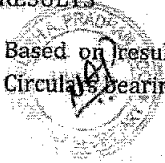
8. The voting period for e-voting commenced from 27<sup>th</sup> August, 2016 at 9.00 a.m. and ended on 25<sup>th</sup> September, 2016 at 5.00 p.m. The e-votes casted through NSDL platform up to 5.00 p.m on 25<sup>th</sup> September, 2016 were taken into consideration for my scrutiny.
9. In determining 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.
10. 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.
11. 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:

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	208	11568748	
Less:* Invalid Votes	30	10551372	
Net Valid Votes	178	1017376	100
Votes cast in favor of Resolution	171	1007176	99
Votes cast in against the Resolution	7	10200	1

\*Out of the Invalid votes 10545382 votes belongs to the promoters and 8 folios of promoter voted for the resolution which are not counted for results as per SEBI Circular No: CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015.

#### RESULTS

Based on result of voting by Postal Ballot and remote E-voting under SEBI Circulars bearing No.CIR/CFD/CMD/16/2015 dated November 30, 2015 issued



Nilesh A. Pradhan & Co.

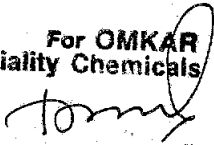
by the Securities and Exchange Board of India the resolution is passed with the ordinary majority of public shareholders of the Company.

Regards  
For Nilesh A. Pradhan & Co.  
Practicing Company Secretary

Nilesh A. Pradhan  
Proprietor  
CP: 3659  
FCS: 5445  
Date: 28<sup>th</sup> September, 2016  
Place: Mumbai



For **OMKAR**  
**Speciality Chemicals Limited**

  
Pravin Herlekar  
(Chairman & Managing Director)

# NILESH A. PRADHAN & CO.

Nilesh A. Pradhan,

B.COM, F.C.S.

Practicing Company Secretary

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91 - 2225667226/7/8

Email: info@napco.in

## FORM No. MGT-13

### Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Of the Court Convened Meeting of Equity Shareholders of  
Omkar Speciality Chemicals Limited,  
B-34, M.I.D.C., Badlapur (East),  
Thane-421503

Court Conveyed Meeting of the Equity Shareholders of Omkar Speciality Chemicals  
Limited held on Monday, 26<sup>th</sup> September, 2016 at Sanjeevani Hall, next to Monginis  
Cake Shop, Badlapur (East), Thane-421503 at 03.00 P.M.

Dear Sir,

#### RE: SCRUTINIZER'S REPORT ON POLL

The Company has appointed myself Nilesh A. Pradhan, Proprietor of M/s. Nilesh A. Pradhan & Co., Practicing Company Secretary along with Mr. Shriram Samudra, one of the shareholder of the Company as Scrutinizer(s) for the purpose of the poll taken on the resolution as mentioned in the Notice dated 16<sup>th</sup> August, 2016, at the Court Conveyed Meeting of the Equity Shareholders of Omkar Speciality Chemicals Limited held on Monday, 26<sup>th</sup> September, 2016 at 03.00 P.M. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

**(1) Resolution 1 - Approval of the Resolution for Proposed composite Scheme of Arrangement involving Amalgamation and Demerger:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
*30	*448107	100

\*Vote of One promoter having 380000 votes is included.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid/abstained votes:

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
9	23060




Nilesh A. Pradhan & Co.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

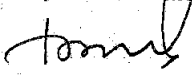
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

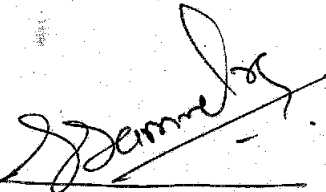
Thanking you,

Yours faithfully,  
For Nilesh A. Pradhan & Co.,  
Practicing Company Secretary

  
Nilesh A. Pradhan  
Proprietor  
CP: 3659  
FCS: 5445  
Place: Mumbai  
Date: 28<sup>th</sup> September, 2016

For **OMKAR**  
**Speciality Chemicals Limited**

  
Pravin Herlekar  
(Chairman & Managing Director)

  
Shriram Samudra  
Scrutinizer for member  
DP ID: 12011200  
Client ID: 00060303  
(Shareholder)

# NILESH A. PRADHAN & CO.

Nilesh A. Pradhan  
B.COM, F.C.S.

Practicing Company Secretary

B-201, Pratik Industrial  
Estate, Near Fortis Hospital,  
Mulund-Goregaon Link Road,  
Mumbai-400078.

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Email: info@napco.in

To,  
The Chairman  
Of the Court Convened Meeting of Equity Shareholders of  
Omkar Speciality Chemicals Limited, B-34, M.L.D.C, Badlapur (East),  
Thane-421503

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on e-voting/postal ballot process and poll conducted at Court Conveyed Meeting of the Equity Shareholders of Omkar Speciality Chemicals Limited (The Company) held on Monday, 26<sup>th</sup> September, 2016.**

The Board of the Company at its meeting held on 13<sup>th</sup> August, 2016 had appointed me as a scrutinizer for the ballot process / e-voting held between 27<sup>th</sup> August, 2016 to 25<sup>th</sup> September, 2016 and the Chairman of Court Conveyed Meeting of the Equity Shareholders of the Company has appointed me along with Mr. Shriram Samudra, one of the shareholders of the Company as the scrutinizer(s) for the poll conducted for the same.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the shareholders of the Company from 27<sup>th</sup> August, 2016 to 25<sup>th</sup> September, 2016. The e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company.

At the Court Conveyed Meeting of the Equity Shareholders of the Company held on 26<sup>th</sup> September, 2016, the Chairman of the Company had called for poll to facilitate the members present in the meeting who could not participate in the e-voting/postal ballot to record their votes through the voting by poll process. The Chairman of the Court Conveyed Meeting of the Equity Shareholders had appointed me along with Mr. Shriram Samudra, one of the shareholders of the Company as the scrutinizer for the same.

I hereby submit my following consolidated report on e-voting & postal ballot together with the poll.



**CONSOLIDATED REPORT**

Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid or abstained Votes
		No.	% of total number of valid votes cast	No.	% of total number of valid votes cast	No.
Approval of the Resolution for Proposed composite Scheme of Arrangement involving Amalgamation and Demerger	E-voting	11498254	99.91	10200	0.09	0
	Postal Ballot	54304	100	0	0	5990
	Poll	448107	100	0	0	23060
<b>TOTAL</b>		<b>*12000665</b>	<b>99.92</b>	<b>10200</b>	<b>0.08</b>	<b>29050</b>

\*The votes in favour of resolution include 10925382 votes polled by 9 promoter's follo.

**RESULTS**

Based on result of voting by Postal Ballot and remote E-voting under SEBI Circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the ordinary majority of public shareholders of the Company.

From the above report I state that the entire resolution stand passed under the combined e-voting/postal Ballot & poll with requisite majority.



Nilesh A. Pradhan & Co.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Chairman.

Thanking You,

Yours Faithfully,

For Nilesh A. Pradhan & Co.,  
Practicing Company Secretary

*N.A. Pradhan*

Nilesh A. Pradhan  
Proprietor

CP: 3659  
FCS: 5445

Place: Mumbai  
Date: 28th September, 2016

For **OMKAR**  
Speciality Chemicals Limited

*Pravin Herlekar*

Pravin Herlekar  
(Chairman & Managing Director)