



**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. No.: OSCL/SE/2016-17/066

Date: August 28, 2017

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.: Notice of Annual General Meeting**

**Ref.: 12<sup>th</sup> Annual General Meeting (AGM) of the Company on September 27, 2017**

We hereby inform you that the 12<sup>th</sup> Annual General Meeting (AGM) of the company will be held on Wednesday, 27<sup>th</sup> Day of September, 2017 at 11:00 a.m. (IST) at Sanjeevani Hall, next to Monginis Cake Shop, Badlapur (East), Thane– 421503, Maharashtra.

We enclose herewith the Notice of 12<sup>th</sup> Annual General Meeting of the Company.

Please take the same on your record.

Thanking You,

Yours truly,  
For **OMKAR SPECIALITY CHEMICALS LIMITED**

for **SUNNY PAGARE**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
(M. NO. F8896)

Encl: as above.

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twelfth Annual General Meeting of the members of Omkar Speciality Chemicals Limited will be held on Wednesday, the 27<sup>th</sup> Day of September, 2017 at 11:00 a.m. (IST) at Sanjeevani Hall, next to Monginis Cake Shop, Badlapur (East), Thane- 421503, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rishikesh P. Herlekar (DIN: 05240009), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Prakash H. Rao (DIN: 07239167), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors, and in this regard to consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s Desai Saksena & Associates Chartered Accountants, Mumbai, (Registration number FRN 102358W with the Institute of Chartered Accountants of India), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby appointed as Statutory Auditors of the company (in place of M/s. JPJ Associates, Chartered Accountants, the retiring auditors) for a term of five years commencing from the conclusion of this meeting until the conclusion of the 17th Annual General Meeting of the Company to be held in 2022 ( subject to ratification of their appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the company (including its committee thereof) be and is hereby authorised to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

### SPECIAL BUSINESS:

5. **Appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) as a Whole-time Director, for a period of five years.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded to the appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009), as a Whole-Time Director of the Company, for a period of 5 (five) years with effect from May 20, 2017, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be and is hereby authorised to alter and/ or vary the terms and conditions of the said appointment including remuneration payable to Mr. Rishikesh P. Herlekar within the overall limits specified under Sections 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Mr. Rishikesh P. Herlekar as Whole-Time Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Mr. Rishikesh P. Herlekar, the remuneration, set out in the Explanatory Statement, by way of salary, perquisites, incentives and other allowances, as a “minimum remuneration” subject to the limits and conditions specified in Schedule V to the Companies Act, 2013 and rules made thereunder or such other limits as may be prescribed by the Central Government from time to time, and approval of members and/or Central Government required, if any.

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary for the purpose of giving effect to the appointment of Mr. Rishikesh P. Herlekar as a Whole-Time Director of the Company as aforesaid.”



6. **Appointment of Ms. Bhavana P. Shewakramani (DIN 05290563) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Ms. Bhavana Shewakramani (DIN 05290563), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 26, 2017, and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Bhavana Shewakramani has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from July 26, 2017 upto July 25, 2022.”

7. **Reclassification of certain Promoter and Promoter Group.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the following person from ‘Promoter & Promoter Group category’ to ‘Public category’

- a) Mr. Omkar P. Herlekar
- b) Mrs. Anjali P. Herlekar

**RESOLVED FURTHER THAT** on approval of the Stock Exchange or SEBI or any other regulatory authority, upon application for re-classification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** Mr. Sunny Pagare, Company Secretary, be and is hereby authorized to file the necessary applications before the Stock Exchange or SEBI or any other regulatory authority as may be required or wherever necessary and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

8. **Approval of Cost Auditors Remuneration.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the payment of remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus applicable Service Tax and reimbursement of out of pocket expenses to M/s. N. Ritesh & Associates, Cost Accountants, (Firm Registration No. 100675) appointed by the Board of Directors of the Company on the recommendation of Audit Committee for conducting the audit of cost records of the Company for the Financial Year ending on March 31, 2018.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. **Reclassification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, as may be amended from time to time, the existing Authorised Share Capital of the Company of ₹ 44,70,00,000 (Rupees Forty Four Crore Seventy Lakhs Only) divided into 4,19,50,000 (Four Crore Nineteen Lakhs and Fifty Thousand) Equity shares of ₹ 10/- each and 27,50,000 (Twenty Seven Lakh Fifty

thousand) 10% Non-Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each be and is hereby reclassified into ₹ 44,70,00,000 (Rupees Forty Four Crore Seventy Lakhs Only) divided into 4,47,00,000 (Four Crore Forty Seven Lakhs) Equity shares of ₹ 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*“V. The Authorised Share Capital of the Company is ₹ 44,70,00,000 (Rupees Forty Four Crore Seventy Lakhs Only) divided into 4,47,00,000 (Four Crore Forty Seven Lakhs) Equity shares of face value ₹ 10/- (Rupees Ten Only) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (which expression shall also include a Committee thereof ), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other Executive (s) of the Company.”

#### 10. Issue of Equity shares of the Company on a rights basis ('Rights issue')

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 including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, 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 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 the Stock Exchanges where the shares of the Company are listed (the “Stock Exchanges”) and subject to permissions, consents, sanctions and approvals by any authorities, 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 provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 which shall rank pari pasu with the existing equity shares in the Company (the “Shares”), to resident or persons resident outside India to the existing shareholders, in India and abroad 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/ renouncees, the number of Securities to be issued, face value of the Securities, 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 sum of Rs 150 crores (inclusive of premium as may be determined by the Board) at such price or prices, in accordance with SEBI (Issue of Capital and Disclosure Requirements) 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 Securities 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 securities are offered through Rights Issue, the shareholders 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 shareholder 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 are at the discretion of the Board of Directors 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 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 offer, issue, allotment of the securities and utilization of the issue proceeds, for the company's acquisition, repayment/reduction of working capital limits, 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** all the new equity shares as aforesaid to be issued and allotted in a manner as stated above shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the consent of the Shareholders be and is hereby accorded for adjustment to the extent of their rights entitlement, of unsecured loans of promoters brought in by them from time to time as per the requirement of funds in the Company.

**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,  
Fax: +91 (0251) 2697347, 2691572  
Email: [investor@omkarchemicals.com](mailto:investor@omkarchemicals.com);  
Web: [www.omkarchemicals.com](http://www.omkarchemicals.com);  
CIN: L24110MH2005PLC151589

**Date:** August 24, 2017

**Place:** Badlapur

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

Sd/-  
**Sunny Pagare**  
Company Secretary & Compliance Officer



**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. Provided that a member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of meeting. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by appropriate resolutions/ authority, as applicable.

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Business under Item Nos. 5, 6, 7, 8, 9 and 10 to be transacted at the 12<sup>th</sup> Annual General Meeting is annexed hereto and forms a part of the Notice.
4. Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations, 2015"), a statement giving additional information in respect of all Directors seeking appointments/ re-appointments, in respect of Resolutions at Items No. 2, 3, 5 & 6 is annexed herewith.
5. Corporate members intending to depute their authorised representatives to attend the Meeting are requested to send to the Company, a duly Certified True Copy of the Board Resolution under Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the Meeting.
6. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS), National Electronic Funds Transfer (NEFT), etc. facilities to the members for the remittance of dividend. For this purpose, the details such as, name of the bank, name of the branch, 9-digit MICR code, 11-digit IFS code (as appearing on the cheque), account type, account number etc. are to be furnished/ updated to your Depository Participants ("DPs") if the shares are in electronic form or to the Registrar & Transfer Agents ("RTA"), Bigshare Services Private Limited, if they are held in physical form. Members are requested to send all communications relating to shares to Bigshare Services Private Limited, RTA, at the following address:-

**By Post/ Courier/ Hand Delivery:**      **M/s. Bigshare Services Private Limited**  
 Unit: Omkar Speciality Chemicals Limited  
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road  
 Marol, Andheri (East) Mumbai - 400 059

8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
10. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form are requested to file their nomination with the Company whilst those members holding shares in dematerialized mode are requested to file their nomination with their Depository Participants ("DPs").
11. Members/ Proxies are requested to bring their Attendance Slips sent herewith, duly filled in for attending the meeting, along with their copy of Annual Report to the Meeting.
12. In terms of the applicable provisions of Section 124 and 125 the Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Those members who have so far not encashed their dividend warrants pertaining to below mentioned Financial Years are requested to approach the company for the payment thereof, as the same will be transferred to Investor Education and Protection Fund (IEPF) on respective due dates mentioned below. Kindly note that after such date, the members will have to claim such dividend from such Investor Education and Protection Fund.



Year	Date of Declaration of Dividend	Dividend Per Share	Due date of transfer of Dividend to IEPF
2010- 11	September 24, 2011	1.00	October 22, 2018
2011- 12	August 4, 2012	1.25	September 1, 2019
2012- 13	August 13, 2013	1.50	September 10, 2020
2013- 14	August 9, 2014	1.50	October 6, 2021
2014- 15	September 26, 2015	1.50	October 24, 2022
2015- 16	September 26, 2016	1.50	October 24, 2023

The Ministry of Corporate Affairs (“MCA”) on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (“IEPF Rules”) which is applicable to the Company. The objective of IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. The details of unclaimed dividend as on September 26, 2015 i.e. date of the last Annual General Meeting are placed under “Investors Section” on the Company’s website ([www.omkarchemicals.com](http://www.omkarchemicals.com)). The information is also available on the website of Investor Education and Protection Fund ([www.iepf.gov.in](http://www.iepf.gov.in)) Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on September 26, 2016 (date of last Annual General Meeting) on the website of the Company [www.omkarchemicals.com](http://www.omkarchemicals.com). The information is also available on the website of Investor Education and Protection Fund [www.iepf.gov.in](http://www.iepf.gov.in).

13. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Suspense Account: Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (“Rules”) all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account after complying with the procedure laid down under the “Rules”.
14. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in dematerialized form are requested to submit their PAN details and email address to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details and email address to the Company or Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company.

Company encourages paperless communication as a contribution to greener environment and therefore, we request the shareholders/ investors to forward their queries pertaining to Annual Accounts and other Sections of Annual Report by e-mail to [investor@omkarchemicals.com](mailto:investor@omkarchemicals.com)

Members holding shares in physical form are requested to register/ update their e-mail address with the Bigshare Services Private Limited, the Registrars & Share Transfer Agents of the Company and members holding shares in electronic form are requested to register/ update their e-mail address with their respective Depository Participants in case the same is still not registered.

If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form. Members are further requested to note that they shall be entitled to be furnished free of cost with a physical copy of such documents sent by email upon receipt of a requisition from such members.

15. Electronic copy of the Annual Report for Financial Year 2016-17, notice of this Annual General Meeting inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent to all members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail addresses, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.

Members may also note that the Notice of this Annual General Meeting and the Annual Report for the Financial Year 2016-17 will also be available on the Company’s website [www.omkarchemicals.com](http://www.omkarchemicals.com) for their download.

16. All the documents referred to in the accompanying notice and explanatory statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
17. A route map showing directions to reach to the venue of the 12<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards on General Meeting (SS-2).
18. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, Auditor’s Report and Secretarial Audit Report shall be available for inspection in physical form at the AGM.

**VOTING THROUGH ELECTRONIC MODE:**

19. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), the Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) as authorized agency to provide e-voting facility. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). It is clarified that it is not mandatory for a member to vote using remote e-voting facility. Resolutions passed by the Members through remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting ("AGM").
20. The facility for voting through Polling Paper will be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Polling Paper. The detailed instructions for e-voting are given below.
21. The Company has appointed CS Nilesh A. Pradhan, of M/s Nilesh A. Pradhan & Co, Practicing Company Secretary (Membership No. FCS 5445), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed as the Scrutinizer.
22. The members who have cast their votes by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.
23. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
24. The remote e-voting period will commence on Sunday, September 24, 2017 (9.00 a.m.) and will end on Tuesday, September 26, 2017 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2017 may cast their votes by remote e-voting. The remote e-voting module will be disabled for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion of the paid-up equity share capital of the Company on the cut-off date.

Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a member on the date of the Book Closure as aforesaid but has ceased to be a member on the cut-off date, he/ she shall not be entitled to vote.

Such person should treat this notice for information purpose only.

The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, would count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit, not later than 2 (two) days of conclusion of the meeting, a consolidated Scrutinizer's Report to the Chairman or in his absence, any other Director so authorized in this behalf, who shall counter sign the same. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.omkarchemicals.com](http://www.omkarchemicals.com)), the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the Notice Board of the Company at its Registered Office immediately after the declaration of result by the Chairman or in his absence, any other Director so authorized in this behalf. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

25. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting.

**26. INSTRUCTIONS FOR E-VOTING**

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
  1. Open the e-mail and also open PDF file 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.
  2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  3. Click on Shareholder – Login.
  4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.





Please take utmost care to keep your password confidential.

7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select “EVEN” (E-Voting Event Number) of Omkar Speciality Chemicals Limited.

Now you are ready for e-voting as Cast Vote page opens.

9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.

Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG 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 investor@omkarchemicals.com, with a copy marked to evoting@nsdl.co.in.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.

- B. In case a member receives physical copy of the notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
  1. Initial password will be provided by Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company: EVEN (E-Voting Event Number), user ID and password.
  2. Please follow all steps from Sr. No. 2 to Sr. No. 11 above, to cast vote.

**Registered Office:**

B-34, M.I.D.C., Badlapur (E),  
Thane- 421503, Maharashtra.  
Tel.: +91 (0251) 2697340, 2690651,  
Fax: +91 (0251) 2697347, 2691572  
Email: [investor@omkarchemicals.com](mailto:investor@omkarchemicals.com);  
Web: [www.omkarchemicals.com](http://www.omkarchemicals.com);  
CIN: L24110MH2005PLC151589

**Date:** August 24, 2017

**Place:** Badlapur

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

Sd/-  
**Sunny Pagare**  
**Company Secretary & Compliance Officer**

## ANNEXURE TO THE NOTICE

### DETAILS OF THE DIRECTOR SEEKING APPOINTMENT OR RE-APPOINTMENT

[In pursuance of regulation 36(3) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2]

Name of Director	Mr. Rishikesh Herlekar	Mr. Prakash Rao	Ms. Bhavana Shewakramani
Director Identification No.	05240009	07239167	05290563
Date of Birth	March 28, 1991	December 3, 1960	January 18, 1988
Date of appointment on Board	July 17, 2015	July 17, 2015	July 26, 2017
Nationality	Indian	Indian	Indian
Qualifications	B.E. (Chemicals) graduate and pursuing M. Tech in Pharmaceuticals Sciences.	Commerce graduate from University of Mumbai	Fellow member of Institute of Company Secretaries of India. Commerce and Law Graduate from University of Mumbai.
Expertise in specific functional areas	His key areas are Business Development by Identifying and targeting new areas of business. He is also involved in Audit & Finance area, Quality Production, Quality Assurance and related Regulatory Matters.	He has wide expertise of over 20 years of experience in the fields of policy matters, HR, administration and Public Relations.	She has wide experience in the Company Law, FEMA and Secretarial matters.
List of Directorships held in Other Companies*	N.A.	N.A.	N.A.
Memberships/ Chairmanships in Committees across Public Companies *	Member of Risk Management Committee, Whistle Blower Committee and Resource Committee in Omkar Speciality Chemicals Limited	Member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Internal Complaints Committee and Whistle Blower Committee in Omkar Speciality Chemicals Limited	Nil
Number of shares held (As on March 31, 2017)	5,17,006 Equity Shares	Nil	Nil
Relationships between the Directors inter-se	Son of Mr. Pravin S. Herlekar, Chairman & Managing Director.	None	None

*\*As per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of Chairmanship/ Membership of Audit Committee and Stakeholders' Relationship Committee are provided. Directorships in private companies, Section 8 companies, foreign companies, membership in governing councils, chambers and other bodies, partnership in firms etc., are not provided.*



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5:

Mr. Rishikesh P. Herlekar has been the Executive Director of the Company since July 17, 2015. Based on the recommendation of the Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors have re-designated Mr. Rishikesh P. Herlekar as the Whole-Time Director of the Company w.e.f. May 20, 2017, for a period of five years, subject to the approval of the members in General Meeting upon the terms and conditions set out in the Agreement to be entered into by the Company with him. The said agreement, inter-alia, contains the following material, terms and conditions:

The terms and conditions of his appointment are as follows:

1) Salary per month: ₹ 1,50,000/-. The salary break-up is given herein below:

<b>Employee Name:</b>	<b>Mr. Rishikesh P. Herlekar</b>
<b>Designation:</b>	<b>Whole Time Director</b>
<b>SALARY BREAKUP (₹)</b>	
Basic Salary	55000
HRA	22000
Conveyance	6400
Mediclaime	20000
LTA	10000
Other Allowance	30000
Monthly Gross	143400
Employer PF (12%)	6600
Employer ESIC (4.75%)	0
Monthly CTC	1,50,000
Annual CTC	18,00,000
<b>NET CALCULATION</b>	
Monthly Gross	143400
Less: Employee PF (12%)	6600
Less: Employee ESIC (1.75%)	0
Less: Professional Tax	200
Net in Hand(Subject to TDS on salary)	136600

- 2) Commission: payable at such intervals as may be decided by the Board of Directors;
- 3) Medical reimbursement: Reimbursement of actual expenses for self and family and/or allowance will be paid as decided by the Board of Directors from time to time;
- 4) Leave Travel Allowance: For self and family once in a year, as decided by the Board from time to time;
- 5) Other benefits – as per the rules of the Company:
  - a) Personal accident insurance
  - b) Earned/Privileged Leave
  - c) Gratuity
  - d) Leave Encashment
  - e) Company car and telephone (including mobile)
- 6) Period of appointment: Five years beginning from May 20, 2017 ending on May 19, 2022;
- 7) The appointment may be terminated by either party by giving three months' notice in writing of such termination or as may be mutually agreed between the parties;
- 8) Mr. Rishikesh P. Herlekar shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors;
- 9) Overall Remuneration:

The aggregate of salary, bonus, other allowances/perquisites and commission in any financial year shall not exceed 5% of

the net profits of the Company and if there are more than one such director, 10% for all of them together or such limit prescribed from time to time under provisions of Section 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as may for the time being in force.

10) **Minimum Remuneration:**

Notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2017, during the tenure of Mr. Rishikesh P. Herlekar as Whole-Time Director of the Company, the Company incurs any loss or its profits are inadequate in any financial year, the Company shall pay to Mr. Rishikesh P. Herlekar the above remuneration by way of Basic salary, perquisites and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The resolution seeks the approval of the members in terms of Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for Mr. Rishikesh P. Herlekar as Whole-Time Director for the period of five years and the remuneration payable to him during such tenure.

Mr. Rishikesh P. Herlekar may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as a Whole-Time Director.

Mr. Pravin S. Herlekar, Chairman and Managing Director of the Company, being the relative of Mr. Rishikesh P. Herlekar, is concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

**Item No. 6:**

The Board of Directors, at its meeting held on July 26, 2017, appointed Ms. Bhavana Shewakramani (DIN 05290563) as an Additional Director in the capacity of Independent Director of the Company, pursuant to Section 161 of the Companies Act, 2013, read with Article 130 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Bhavana Shewakramani will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Ms. Bhavana Shewakramani for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Bhavana Shewakramani (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Bhavana Shewakramani as an Independent Director of the Company for a period up to July 25, 2022, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Ms. Bhavana Shewakramani, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Bhavana Shewakramani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No Director, Key Managerial Personnel or their relatives, except Ms. Bhavana Shewakramani, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

**Item No. 7:**

Hon'ble National Company Law Tribunal, Mumbai bench on April 13, 2017 approved Composite Scheme of Arrangement between our Company and our subsidiaries/associate companies namely Lasa Laboratory Private Limited, Urdhwa Chemicals Company Private Limited, Rishichem Research Limited, Desh Chemicals Private Limited and Lasa Supergenerics Limited. Consequently, four of these companies namely Lasa Laboratory Private Limited, Urdhwa Chemicals Company Private Limited, Rishichem Research



Limited and Desh Chemicals Private Limited have been merged with our Company (Omkar Speciality Chemicals Limited or OSCL) and Lasa Supergenerics Limited (LSL) has been separated from our Company.

Consequent to order of Hon'ble Tribunal, Promoters have mutually agreed to manage, run and control the affairs of OSCL and LSL independently to have effective and efficient supervision, concentrated and focused approach towards their businesses and also to avoid any conflict of interest. Accordingly, it has been decided amongst the Promoters that Mr. Pravin Herlekar will supervise, control and run the activities of Omkar Speciality Chemicals Ltd. and Mr. Omkar Herlekar will supervise, control and run the affairs of Lasa Supergenerics Limited. Both will not interfere in the day-to-day affairs of each other's company. Accordingly, Promoters have executed "Deed of Disassociation" amongst them on July 22, 2017

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein. In this regard, based on the aforesaid facts, the Company received application from the following promoter pursuant to Regulation 31A of the Listing Regulations, 2015 for re-classifying them under the Public Category. The present shareholding of the said promoter is as follows:

Name of the Person	No. of Shares held	Percentage of Shareholding
Mr. Omkar P. Herlekar	4243456	20.62
Mrs. Anjali P. Herlekar	NIL	NIL

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on July 26, 2017, have approved all the applications for reclassification received by the Company as above from Promoter and Promoter Group to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons. None of the concerned persons, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding alongwith persons acting in concert shall not exceed 8% of the total share capital of the Company. Any excess shareholding being held by them, currently, shall be transferred through inter-se transfer amongst themselves subject to compliance of SEBI (Substantial Acquisition of Shares and Takeover) Regulations and intimation to Stock Exchanges. Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of atleast 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Outgoing Promoter do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with any Directors or the Shareholders of the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives except Mr. Pravin S. Herlekar and Mr. Rishikesh P. Herlekar, being relatives of Mr. Omkar P. Herlekar and Mrs. Anjali P. Herlekar, to the extent of their shareholding are, in any way, deemed to be concerned or interested in the said resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

#### **Item No. 8:**

The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants, (Firm Registration No. 100675), to conduct the audit of the cost records of the Company for the Financial Year 2017-18 on remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus applicable Service Tax and reimbursement of out of pocket expenses incurred by the Cost Auditors in connection with the said audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the shareholders of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for approval/ ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2018.

None of the Directors or Key Managerial Personnel of the Company, and their relatives are, in anyway concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.



**Item No. 9:**

Considering the business plan and fund requirements of the Company, it is proposed to reclassify the Authorised Share Capital of the Company from the existing ₹ 44,70,00,000 (Rupees Forty Four Crore Seventy Lakhs Only) divided into ₹ 41,95,00,000 (Rupees Forty one crore Ninety five lakhs only) and 27,50,000 (Twenty Seven Lakh Fifty thousand) 10% Non-Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each into ₹ 44,70,00,000 (Rupees Forty Four Crore Seventy Lakhs Only) divided into 4,47,00,000 (Four Crore Forty Seven Lakhs) Equity shares of ₹ 10/- (Rupees Ten Only) each. Consequent to the said reclassification, the Capital Clause V of Memorandum of Association of the Company is also required to be altered.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the Resolution.

The Board recommends the resolutions set forth in Item No. 9 for the approval of the Members.

A draft of altered Memorandum of Association of the Company shall be available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. at the Registered Office of the Company.

**Item No. 10**

The Company has taken up several growth initiatives like business acquisitions, modernisation, diversification, etc., and therefore, there is a need to strengthen its financial positions by augmenting long-term resources and reduce interest burden to improve margins. The Company plans to achieve this by issue of Equity shares of the Company to its eligible shareholders on a rights basis ('Rights 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, 2009 and other applicable laws by raising of funds upto an aggregate value not exceeding ₹ 150 crores, subject to receipt of necessary approvals from statutory, regulatory and other authorities, as applicable.

The Company intends to use the funds so raised for making acquisition, adjustment of unsecured loan of promoters, repayment/reduction of working capital requirements or any other corporate use which may be required in the normal business and as permitted under applicable law or regulations from time to time or as it may deem fit by the Board or Committee thereof.

The detailed terms and conditions for the Rights 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 law.

The consent of the shareholder 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 Reserve Bank of India, the Securities and Exchange Board of India, 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, an enabling resolution is proposed for consideration of the shareholders to give adequate flexibility and discretion to the Board to finalize the terms of the issue of specified securities.

Mr. Pravin Herlekar may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of adjustment of his unsecured loans against equity.

Except above none of the Directors or Key Managerial Personnel of the Company, and their relatives are, in anyway concerned or interested, financially or otherwise, in the said resolution

The Board recommends the resolution set forth in Item No. 10 for the approval of the members

**Registered Office:**

B-34, M.I.D.C., Badlapur (E),  
Thane- 421503, Maharashtra.  
Tel.: +91 (0251) 2697340, 2690651,  
Fax: +91 (0251) 2697347, 2691572  
Email: [investor@omkarchemicals.com](mailto:investor@omkarchemicals.com);  
Web: [www.omkarchemicals.com](http://www.omkarchemicals.com);  
CIN: L24110MH2005PLC151589

**Date:** August 24, 2017

**Place:** Badlapur

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

Sd/-  
**Sunny Pagare**  
Company Secretary & Compliance Officer



### ROUTE MAP – AGM

Direction for the 12th Annual General Meeting of Omkar Speciality Chemicals Limited to be held at Sanjeevani Hall, next to Monginis Cake Shop, Badlapur (East), Thane– 421503 on Wednesday, 27th day of September, 2017 at 11:00 a.m.

