



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/2018-19

Date: July 05, 2018

To,

Corporate Services Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
BSE CODE –533317

Corporate Services Department
National Stock Exchange of India Limited
“Exchange Plaza”, Plot No. C/1,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.
NSE CODE: OMKARCHEM

Dear Sir / Madam,

Sub: Results of Postal Ballot.

This has reference to our letter dated May 30, 2018 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of ordinary / special resolution vide postal ballot / electronic voting.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions 1 and 2 as mentioned in the said notice have been passed by the members of the company with requisite majority.

Please find enclosed the voting results and scrutinizer's report.

The same will also be made available on the Company's website.

This is for your information and records.

Thanking you,

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

PRAVIN HERLEKAR
CHAIRMAN & MANAGING DIRECTOR

Encl: as above.

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 – 22 49248475/40152204

91 – 9833785809

Email: info@napco.in

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

Dear Sir,

RE: SCRUTINIZER'S REPORT ON POSTAL BALLOT

I refer to my appointment as Scrutinizer done by the of Board of Directors of **OMKAR SPECIALITY CHEMICALS LIMITED** vide Board resolution dated 18th May, 2018 for conducting the Postal Ballot process in a fair and transparent manner, for the purpose of ascertaining the requisite majority for the passing of below mentioned resolutions as set out in the notice sent for Postal Ballot:

Resolution No. 1: Approval for increase in Authorized share capital of the Company:

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Ad, 2013 and Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. Rs. 44,70,00,000 (Rupees Forty Four Crore Seventy Lac Only) divided into 4,47,00,000 (Four crore Forty Seven Lacs) Equity Shares of Rs. 10/- each to Rs. 65,00,00,000 (Rupees Sixty Five Crore) divided into 6,50,00,000 (Six Crore Fifty Lacs) Equity Shares of Rs. 10/- each by creation of additional 2,03,00,000 (Two Crore Three Lacs) Equity Shares of Rs. 10/- each ranking pad passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:



V. (a) The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty Five Crore only) divided into 6,50,00,000 (Six Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

The shares forming the capital (original, increased or reduced) may be sub divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") and / or the Company Secretary and / or any other person authorised by the Board be and is hereby authorised to do all such acts, deeds, mailers and things, including but not limited to filing of necessary forms / documents with appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution."

Resolution No. 2: Approval for adjustment of unsecured loans of the members of the Promoters Group as well in addition to the Promoters against their rights entitlement.

"**RESOLVED THAT** in furtherance and in partial modification of the Resolution no. 10 passed in the Annual General Meeting of the Company held on September 27, 2017 consent of the shareholders of the Company be and is hereby accorded to additionally resolve as under:

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for adjustment of unsecured loans of the members of the Promoters Group as well in addition to the Promoters against their rights entitlement;

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for additional subscription in the Rights 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(LODR) Regulations, 2015;

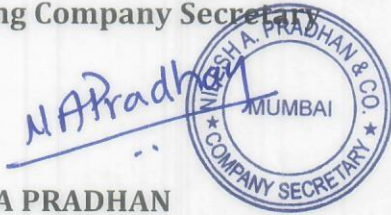
RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded for Promoter or any member of the Promoter Group for subscribing in the Rights Issue on their behalf (individual or Jointly) or on behalf of other member of the Promoter Group subject to applicable SEBI ICDR, Regulations 2009, SEBI (LODR) Regulations, 2015 or any other applicable Regulations;



Nilesh A. Pradhan & Co.

RESOLVED FURTHER THAT save the terms and conditions provided herein above, all other terms and conditions and covenants contained in earlier Resolution No.10, passed by the shareholders in the Annual General Meeting held on September 27, 2017 including the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 shall continue to remain in force and valid.”

Regards,
For NILESH A PRADHAN & Co.,
Practicing Company Secretary



NILESH A PRADHAN
Proprietor
CP: 5445
FCS: 3659

Date: 5th July, 2018
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 – 22 49248475/40152204

91 – 9833785809

Email: info@napco.in

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 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 30th May,2018 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 18th May, 2018 being the record date.
2. All the envelope(s) received were opened by my representative(s) and the same have been verified by me.
3. Verification of signature of all the voting form was done by my representatives on the basis of signature provided by Bigshare Services Private Limited, Registrar& Share Transfer Agent of the Company.
4. After sequentially numbering and initialing consecutively numbered Postal Ballot Forms, I duly filed them in separate files.
5. All Postal Ballot Forms received till 5.00 P.M. of 2nd July, 2018 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 2nd July, 2018 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 2nd July, 2018 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. In determining the validity or otherwise of the Postal Ballots received, I have adopted the criteria as given under the Secretarial Standard-2 issued under Section 118 (10) of the Companies Act,2013 .
9. I have given final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of Statements generated, I have prepared my Report. I enclose a copy of such statements duly signed by me for the purpose of identification.
10. I hereby report to you the result for ascertaining the requisite majority for the passing of the resolution as set out in the notice sent for postal ballot is as under:

RESOLUTION 1: Approval for increase in Authorized share capital of the Company

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	173	5831044	—
Less: Invalid Votes	5	55114	—
Net Valid Votes	168	5775930	100%
Votes cast in favor of Resolution	153	5760867	99.74%
Votes cast in against the Resolution	15	15063	0.26%
*Two person did not use the e-voting option for Resolution No.1			

Based on the number of votes i.e.99.74 % cast in favor of the resolution, I report that the said Ordinary Resolution for increase in Authorized share capital of the Company is passed by the requisite majority.



Nilesh A. Pradhan & Co.

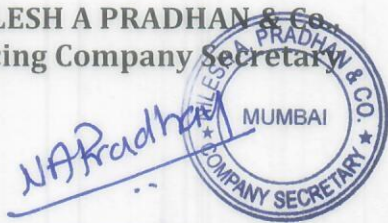
RESOLUTION 2: Approval for adjustment of unsecured loans of the members of the Promoters Group as well in addition to the Promoters against their rights entitlement.

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	172	5831984	—
Less: Invalid Votes	5	55114	—
Net Valid Votes	167	5776870	100%
Votes cast in favor of Resolution	149	5760250	99.71%
Votes cast in against the Resolution	18	16620	0.29%
*Three person did not use the e-voting option Resolution No.2			

Based on the number of votes i.e. 99.71 % cast in favor of the resolution; I report that the said Special Resolution for adjustment of unsecured loans of the members of the Promoters Group as well in addition to the Promoters against their rights entitlement is passed by the requisite majority.

Regards

For NILESH A PRADHAN & Co.
Practicing Company Secretary



NILESH A PRADHAN

Proprietor

CP: 5445

FCS: 3659

Date: 5th July, 2018

Place: Mumbai

OMKAR SPECIALITY CHEMICALS LIMITED - POSTAL BALLOT & EVOTING

Start Date of Postal Ballot	03.06.2018
End Date of Postal Ballot	02.07.2018
Total number of shareholders on record date	23258
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	Not Applicable Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:	Not Applicable Not Applicable Not Applicable

Resolution no. 1: Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% 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	5688783	2866317	50.39	2866317	0	100.00	0.00
	POLL		0	0	0	0	0.00	0.00
	POSTAL BALLOT		2822466	49.61	2822466	0	100.00	0.00
	TOTAL		5688783	100.00	5688783	0	100.00	0.00
Public - Institutions, Non - Institutions & Others	E-VOTING	14889221	67289	0.45	56226	11063	83.56	16.44
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		19858	0.13	15858	4000	79.86	20.14
	TOTAL		87147	0.59	72084	15063	82.72	17.28
TOTAL		20578004	5776870	28.07	5760867	15063	99.72	0.26

OMKAR SPECIALITY CHEMICALS LIMITED - POSTAL BALLOT & EVOTING

Start Date of Postal Ballot	03.06.2018
End Date of Postal Ballot	02.07.2018
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No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	Not Applicable Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:	Not Applicable Not Applicable Not Applicable

Resolution no. 2: Amendment in the Resolution no. 10 passed in the Annual General Meeting held on September 27, 2017.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% 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	5688783	2866317	50.39	2866317	0	100.00	0.00
	POLL		0	0	0	0	0.00	0.00
	POSTAL BALLOT		2822466	49.61	2822466	0	100.00	0.00
	TOTAL		5688783	100.00	5688783	0	100.00	0.00
Public - Institutions, Non - Institutions & Others	E-VOTING	14889221	67289	0.45	55609	12620	82.64	18.75
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		19858	0.13	15858	4000	79.86	20.14
	TOTAL		87147	0.59	71467	16620	82.01	19.07
TOTAL		20578004	5776870	28.07	5760250	16620	99.71	0.29