

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

To.

Corporate Services Department

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001. BSE CODE – 533317 To.

Corporate Services Department

National Stock Exchange of India Limited

"Exchange Plaza", Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. NSE CODE: OMKARCHEM

Dear Sir/Madam,

Subject: Regulation 34 & Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of the voting results of the 12th Annual General Meeting

In continuation to our letter dated September 28, 2017 bearing Ref. No. OSCL/SE/2017-18/ 076, informing about proceedings of the 12th Annual General Meeting ("AGM") of Omkar Speciality Chemicals Limited ("the Company") was held on Wednesday, September 27, 2017. In this regard, please find enclosed the following -

- 1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as Annexure I
- Consolidated Report of Scrutinizer alongwith report of remote e-voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and report of voting conducted at AGM pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014

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).

Badlapu

This is for your information and records.

Thanking You,

Yours sincerely,

For OMKAR SPECIALITY CHEMICALS LIMITED

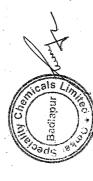
SUNNY PAGARE

COMPANY SECRETARY & COMPLIANCE OFFICER

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

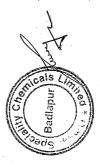
Outcome of Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Date of Annual General Meeting	September 27, 2017
Total No. of shareholders as on Record Date 21444 shareholders as on 20-09-2017	21444 shareholders as on 20-09-2017
No. of Shareholders present in the meeting either in person or through proxy	ther in person or through proxv
Promoters and Promoter Group	1.0
Public	39
No. of shareholders attended the meeting through video conferencing	ough video conferencing
Promoters and Promoter Group	Nil
Public	IIN



Resolution No. 1:
Adoption of 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.

		% of votes against on votes	polled	[7]=[(5)/(2)]*100	0.00	0.00	0.00	0.00	0.00	0.00	1.071	000	0.00	0.97		
		in		100 00 [2]=[1(4)/(5)]*100 [2]=	0.00	0000	100.00	100.00	0.00	100.00	98.929	100.00	90 00	23.023		
		No. of Votes – against	rei r		0					0	1100	0	1100		1100	0011
-		No. of Votes in favour	[4]	3936488	0	3936488	70236		00001	70236	101601	10677	112278	4108325	10677	
		% of votes polled on outstanding shares	[3]=[(2)/(1)]*100	64.784	0.00	64.784	39.745	0,00	30 7AE	27.70	0.717	0.0/5	0.791			700 00
Ordinary	No	No. of Votes Polled	[2]	3936488	0	3936488	70236	0	70236	102701	10672	1,001	113378	4109425	10677	4120102
al)	are interested	No. of Shares held	[1]	6076283	L		176715		L	14325006		_,		20578004		
dinary/ Spec	moter group 1?	Mode of Voting		E-voting	Poll	lotai	E-voting	Poll	Total	E-voting	Poll	Total	lotai	E-voting	Poll	Total
Resolution required: (Ordinary/ Special)	Whether promoter, promoter group are in the agenda/resolution?	Category		Promoter &	Promoter Group		Public –	Institutional &	Others	1	Lablic- Non	Institutions			TOTAL	41
Reso	whe in th	Sr. No.		,	i	1		7			က					



Resolution No. 2:
Re-appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) who retires by rotation and being eligible, seeks re-appointment.

								or of seeks to appoint the life.	pomenent.	
	Reso	Resolution required: (Ordinary/ Special)	dinary/ Spec	cial).	Ordinary					
	whe in th	Whether promoter/ promoter group ar in the agenda/resolution?	moter group 1?	o are interested	Yes					
	S; No.	Category	Mode of Voting	No. of Shares held	No. of Votes Polled	of % of votes polled on outstanding shares	No. of Votes — in favour	No. of Votes - against	% of votes in % of favour on votes against on	% of votes against on votes
- F-100		1		[1]	[2]	[3]=[(2)/(1)]*100	ſA1		polled	polled
		Promoter &	E-voting	6076283	3419482	56.28	223	[5]	[6]=[(4)/(2)]*100	[6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100
	i.	Promoter Group	Poll		0	0.00	0	0	100,00	0.00
L-	1		Iotal		3419482	56.28	3419482		0.00	0.00
				176715	70236	39.745	70236		100.00	0.00
		Institutional &	Poll		0	0.00	2		100.00	0.00
		Others	Total		70236	39 745	2000		0.00	0.00
		Public-	E-voting	14325006	102661	0.717	70236	0	100.00	0.00
	m	iono:	Poll		10677	0.075	10001	7/10	97.36	2.64
1			Total		113338	0.791	140077		100.00	0.00
			E-voting	20578004	3592379	TC::0	110628	10	97.608	2.391
		TOTAL	Poll		10677			0		
			Total		3603056	17 54		0T/7		
					00000	TC:/T	3600346	2710	60 00	



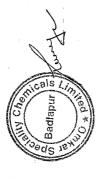
0.07

99.93

2710

Resolution No. 3: Re-appointment of Mr. Prakash H. Rao (DIN: 07239167) who retires by rotation and being eligible, seeks re-appointment.

Res	Resolution required: (Ordinary/ Special)	Jinary/ Spec	ial)	Ordinary						Г
N i	Whether promoter/ promoter group and in the argument in the ar	noter group	are interested	No						
	iii the ageina/Tesolution?									
Sr. No.	Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of votes polled on outstanding shares.	No. of Votes — in favour	No. of Votes - against	% of votes in % of favour on votes against on	% of votes against on votes	
			Œ.	[2]	[3]=[(2)//(4)]*400	[4]	1.13	namod	polled	
		E-voting	6076783	2026400	000 [/=] //=\]	[+]	[ç]	[6]=[(4)/(2)]*100	[6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100	200
	Promoter &	00	201020	2220400	54.784	3936488	0	100.00	00.00	21
i	Promoter Group			0	0.00	0.00	0	0.00	0.00	
		Iotal		3936488	64.784	3936488	0	100 00	000	
. (ı	E-voting	176715	70236	39.75	70236	0	100.00	0.00	
7	ional	Poll		0	0			100,000	0.00	
	Others	Total		70236	20 JE			0	0	
		E-voting	14001000	10530	55.75	70236	0	100.00	0.00	
'n	Public- Non	L-VOLI118	T4325006	102/41	0.72	101031	1710	98.33	1 66	
)	Institutions	Poll		10677	0.08	10677	0	100 00		4
		Total		113418	0.00	111708	1710	98 70		
		E-voting	20578004	4109465		4107755		Chic	0.00	
	TOTAL	Poll		10677		10677	0			
-		Total		4120142	20.02	4118432	1710	99.96	0.04	
				-					1	



Resolution No. 4:

Appointment of M/s Desai Saksena & Associates as Statutory Auditors of the Company for a period of five years.

Res	Resolution required: (Ordinary/ Special)	dinary/ Spec	ial)	Ordinary						
in Kh	Whether promoter/ promoter group ar in the agenda/resolution?	moter group 1?	are interested	No						
.;;	Category	Mode of Voting	No. of Shares held	No. of Votes Polled	of % of votes polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in % favour on votes aga	% of votes against on votes	
1,		É	[1]	[2]	[3]=[(2)/(1)]*100	[7]		polied	polled	
	Promoter &	E-voting	6076283	3936488	64.78	3936488	[c]	[6]=[(4)/(2)]*100	[6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100	3000
-i	Group	Poll		0	0	0		100.00	0	
	-	Total		3936488	64.78	3026400		0	0	
3.		E-voting	176715		39 75	2022		100.00	0	
5.	Institutional &	Poll		T		/U23b	0	100.00	0	,
	Others	Total		20007		0	0	0	0	
		E-100+ing	770010		39.75	70236	0	100.00	0	
m	Public- Non	L-VO(II 18	14325006		0.72	92666	2765	97.31	. 00 c	
) .	Institutions	ior H			0.08	10677		100	2.03	
		\top	ž	113418	0.79	110653	2765	07 56	0	
•	, F	ting	20578004	4109465		4106700		00.70	2.44	
	A COM	Poll		10677		10677	2765			
		Otal		4120142	20.02	4117377	2765	99.93	20.0	
									- 200	



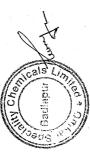
Resolution No. 5:
Appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) as a Whole-Time Director, for a period of five years

so Tet	Resolution required: (Ordinary/ Special) Whether promoter/ promoter group an	rdinary/Spec omoter group	ial) are interested	Ordinary						
	in the agenda/resolution?	n?		Yes						
	Category	Mode of Voting	No. of Shares held	No. of Votes Polled	of % of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in % favour on votes agai	% of votes against on votes	- Dimension and the second
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	701	foll-forthers as	polled	
	Promoter &		6076283	3419482	56.28	3419482	[6] 0	100 100	10] [(4)/(2)]*100 [7]=[(5)/(2)]*100 100	-
	Promoter Group	Foll		0	0.00	0	0	0.00	0	
	114.0	IOtal		3419482	56.28	3419482	0	100		
		E-voting	176715	70236	39.75	0	70236	0	100	_ ·
	ilistitutional &			0	0	0	0		001	
_,	Others	Total		70236	39.75	c	2000		0	
	Public-	E-voting	14325006	102741	0.72	101076	1665	0	100.00	
	ions	Poll		10677	0.08	10677	2001	30.30	1.62	
		Total		113418	0.79	111752		100	0	
		E-voting	20578004	3592459				98.53	1.47	
	TOTAL	Poll	<u> </u>	10677			71901			
		Total		3603136	17.51	35	1901	00 00		
			,					30.00	1.75	



Resolution No. 6: Appointment of Ms. Bhavana P. Shewakramani (DIN 05290563) as an Independent Director of the Company.

Kes	Resolution required: (Ordinary/ Special)	dinary/ Spec	ial)	Ordinary					
ii ≰	Whether promoter/ promoter group ar in the agenda/resolution?	moter group ।?	are interested	No					
. 	Category	Mode of	No. of Shares	No. or Votes	% of votes polled on outstanding			% of votes in	
S		Voting	2	Polled	shares	– in favour	– against	polled	against on votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[2]	161=[////////	[6]=[(////////////////////////////////////
	Promoter &	E-voting	6076283	3936488	64.78	3936488		100	1/1=[(2)/(c)]_T00
←i	2	Poll		0	0.00			100	0
	מסוס ופסווים ו	Total		3036488	6/ 70		0	0.00	0
L	Dishlic		1 7 1 0 1 7	00000	04:10	3936488	0	100.00	0
•	l (E-Voting	176715	70236	39.75	70236	0	100	
7	ional	Poll		0	0.00	0	0	000	0
	Others	Total	·	70236	39.75	70326		0.00	0
		E-voting	14325006	100551	07.0	0277	0	100	0
CC.	- Non -	ll od		TOOOT	0.70	9/469	3082	96.94	3.07
)	Institutions	LOIL		10677	0.08	10677	0	100	
		Total		111228	0.78	108146	3082	97 72	0
		E-voting	20578004	4107275		4104193	3082	27.70	7/1/
	TOTAL	Poll		10677		10677	2006	,	
	-	Total	1	4117952	20.00	1001			
		,			T0.02	4114870	3082	99.93	0.07



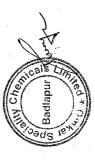
Reclassification of certain Promoter and Promoter Group
Resolution

Res	Resolution required: (Ordinary/ Special	rdinary/ Spec	ial)	Special					
Wh in th	Whether promoter/ promoter group are in the agenda/resolution?	omoter group n?	are interested	No					
Sr. No.	Category	Mode of Voting	No. of Shares held	No. or Votes Polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes against	% of votes in favour on votes	20 Sept 20 3
				[2]	[3]=[(2)/(4)]*400	[4]	71	polled	polled
		L 1/04:20	2020200		ואויב//(ד/) דחח	[4]	[2]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
	Promoter &		60/6283	3936488	64.78	3936488	.0	100.00	
i	Promoter Group	- I		0	0.00	0	0	0.00	
		lotal		3936488	64.78	3936488	0	100 00	
(E-voting	176715	70236	39.75	70236		100.00	0
7	ional	& Poll		0	0.00			100.00	0
	Others	Total	-	70736	20.75		0	0.00	0
		Fycation	14001000	10230	27.72	70236	0	0.00	0
'n	Public- Non	L-VO(111)B	T4323000	102/41	0.72	100705	2036	98.02	1 08
) י	Institutions	Poli		10677	0.08	10677	0	100	000
		Total		113418	0.79	111382	2036	00.00	0
		E-voting	20578004	4109465		4107429		30.20	1.80
	TOTAL	Poll	<u> </u>	10677		10677	0000		-
		Total		4120142	20.00	1	2036		
				4160146	70'07	4118106	5036	99.95	0.05
								-	70.5



Resolution No. 8: Approval of Cost Auditors Remuneration.

Kes	Resolution required: (Ordinary/ Special)	rdinary/ Spe	cial)	Ordinary					
is s	in the agenda/resolution?	omoter grou n?	p are interested	No					
Sr. No.	Category	Mode of Voting	No. held	No. of Votes Polled	of % of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes	66.60 G 107.70 C
		T vote	[4]	[2]	[3]=[(2)/(1)]*100	[4]	- F	polled	polled
	Promoter &	Poll	6076283	3936488	64.78	3936488	0	100	$[0]=[(4)/(2)]^*100$ $[7]=[(5)/(2)]^*100$
	riomoter Group	Total	1	2026400	0.00	0	0	0.00	
	Public	E-voting	176715	3936488	64.78	3936488	0	100	
2.	Institutional	& Poll	CT	70236	39.75	70236	0	100	
	Others	Total		2002	0.00	0	0	0.00	
		E-voting	14325006	101241	39.75	70236	0	100	
m	Public- Non	Poll	00000	101/41	0.71	100051	1690	98.34	1 66
	iiistituuolis	Total	-1	113410	0.08	10677	0	100	200
		E-voting	20572004	112418	0.78	110728	1690	98.50	2 2
	TOTAL	Poll	10001001	4108465		4106775	1690		06:1
		Total		106//		10677	0		
		50		4119142	20.02	4117452	1690	96.96	0.04



Resolution No. 9:
Reclassification of the Authorised Share Capital of the Company, with consequential amendments in the Memorandum of Association.

	% of votes in favour on votes	[5] [6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100	0.00 0 100 0 100	100 0 100 0 93.98 6.02	94.55 5.45	1000
	No. of Votes No. of Votes - in favour - against	3936488 0	3936488 0 70236 0	70236 0 96556 6185 10677 0	107233 6185 4103280 6185 10677 0	4113957 6185
		[3]=[(2]/(1)]*100 64.78 0.00	64.78 39.75 0	39.75 0.72 0.08		20.02
Ordinary	No. Votes Polled	3936488 0	3936488 70236 0	70236 102741 10677	113418 4109465 10677	4120142
oial) o are interested	No. of Shares held	6076283	176715	14325006	20578004	
rdinary/Spe omoter group n?	Mode of Voting		E-voting Poll	E-voting Poll	E-voting Poll	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group ar in the agenda/resolution?	Sr. Category No.	Promoter & Promoter Group	Public – Institutional & Others	Public- Non Institutions	TOTAL	,



Resolution No. 10: Issue of Equity shares of the Company on a Right basis ("Right Issue").

	% of votes in % of votes favour on votes against on votes	[6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100	0 0 100	100.00 4.55	4.12	1.82
	otes		100	95.45	95.88	98.18
	10	8 0 8	8 0 70236	70236 4674	4674 74910	74910
	olled No. of Votes	100 [4] 3936488 0	3936488 0 0	98067 10677	108744 4034555	4045232
	of % of votes polled on outstanding shares	[3]=[(2)/(1)]*100 64.78 0.00	64.78 39.75 0	39.75 0.72 0.08	0.79	20.02
Special No	No. Votes Poiled	3936488	3936488 70236 0	70236 102741 10677	4109465 10677	4120142
cial) p are interested	No. of Shares held	6076283	176715	14325006	20578004	
Ordinary/ Spension	Mode of Voting	& E-voting Poll	& Poll	 	E-voting Poll	lotal
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are in the agenda/resolution?	Category	Promoter Bromp	Public Institutional 8 Others	Public- Institutions	TOTAL	
Res Wh in tl	Sr. No.	ij.	2.	m	· · · · · · · · · · · · · · · · · · ·	

FOR OMKAR SPECIALITY CHEMICALS JIMITED

SUNNY PAGARE COMPANY SECRETARY & COMPLIANCE OFFICER

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.

291 - 2225662152/53

91 - 2225662152/53 91 - 2225667226/7/8 Email: info@napco.in

To, The Chairman Omkar Speciality Chemicals Limited, B-34, M.I.D.C, Badlapur (East), Thane-421503

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and poll conducted at 12th Annual General Meeting (AGM) held on Wednesday, 27th September, 2017.

The Board of the Company at its meeting held on 24th August, 2017 had appointed me as a scrutinizer for the ballot process / remote e-voting held between 24th September, 2017 to 26th September, 2017 and the Chairman of 12th Annual General Meeting has appointed me along as the scrutinizer(s) for the poll held at AGM of the company on 27th September 2017.

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 24^{th} September, 2017 to 26^{th} September, 2017. The e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company.

At the 12th Annual General Meeting (AGM) held on Wednesday, 27th September, 2017, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same.

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



CONSOLIDATED REPORT

Sr. No. Resolut ion	Particulars of Resolution	Method of Voting	Votes in Fa Resolu			against esolution	Invalid or abstaine d Votes
			No.	% of total numbe r of valid votes cast	No.	% of total numbe r of valid votes cast	No.
1	Adoption of Audited Financial	e-voting	4108325	99.97	1100	0.03	NIL
	statements (Standalone and Consolidated)	Poll	10677	100	NIL	NIL	6
	for year ended March 31, 2017, and Report of the Auditors and that of Directors thereon.	Total	4119002	99.97	1100	0.03	6
2	Re-appointment of Mr. Rishikesh P. Hirlekar	e-voting	3589669	99.92	2710	0.08	517006
	(DIN:05240009) who is liable to retire by	Poll	10677	100	NIL	NIL	6
	rotation and being eligible , offers himself for reappointment	Total	3600346	99.92	2710	80.0	517012



3.	Re-appointment of Mr. Prakash H. Rao	e-voting	4107755	99.96	1710	0.04	NIL
	(DIN:07239167), who is liable to retire by	Poll	10677	100	NIL	NIL	6
	rotation and being eligible ,offers himself for reappointment	Total	4118432	99.96	1710	0.04	6
4.	Appointment of M/s Desai Saksena &	e-voting	4106700	99.93	2765	0.07	NIL
	Associates (FRN: 102358W) as Statutory	Poll	10677	100	NIL	NIL	6
	Auditors of the company.	Total	4117377	99.93	2765	0.07	6
5.	Appointment of Mr Rishikesh P. Hirlekar (DIN:	e-voting	3520558	98	71901	2	517006
	05240009) as Whole-time Director for a	Poll	10677	100	NIL	NIL	6
	period of five years.	Total	3531235	98	71901	2	517012
6.	Appointment of Ms Bhavana P. Shewakramani	e-voting	4104193	99.92	3082	0.08	NIL
	(DIN: 05290563) as Independent Director of the	Poll	10677	100	NIL	NIL	6
	company.	Total	4114870	99.92	3082	0.08	6



Nilesh A. Pradhan & Co.

7.	Reclassification of certain	e-voting	4107429	99.95	2036	0.05	NIL
	Promoter and Promoter Group.	Poll	10677	100	NIL	NIL	6
		Total	4118106	99.95	2036	0.05	6
8.	Approval of Cost	e-voting	4106775	99.96	1690	0.04	NIL
	Remuneration.	Poll	10677	100	NIL	NIL	6
		Total	4117452	99.96	1690	0.04	6
9.	Reclassification of Authorised	e-voting	4103280	99.85	6185	0.15	NIL
	Share Capital of the company with,	Poll	10677	100	NIL	NIL	6
	consequential amendments in the Memorandum Of Association.	Total	4113957	99.85	6185	0.15	6
10.	Issue of Equity shares of the Company on a	e-voting	4034555	98.18	74910	1.82	NIL
	right basis ('Right Issue').	Poll	10677	100	NIL	NIL	6
		Total	4045232	98.18	74910	1.82	6



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

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

NAPradhay

Nilesh A. Pradhan Proprietor

CP: 3659 FCS: 5445

Place: Mumbai

Date: 28th September, 2017

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

To, The Chairman, Omkar Speciality Chemicals Limited, B-34, MIDC, Badlapur (E), Thane-421503.

Dear Sir.

Subject: Scrutinizer's Report on remote e-voting process.

I, Nilesh A. Pradhan, Proprietor of Nilesh A. Pradhan & Co., Practicing Company Secretary, had been appointed as the scrutinizer by the Board of Directors of Omkar Speciality Chemicals Limited vide Board Resolution dated 24th August, 2017 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 12th Annual General Meeting (AGM) to be held on 27th September, 2017.

The notice dated 24^{th} August, 2017 convening AGM of the Company along with the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the company holding shares at the end of the day, 20^{th} September, 2017 were entitled to vote on proposed resolution as set out at items no. 1 to 10 in the notice of the AGM

The voting period for remote e-voting commenced from Sunday, 24th September, 2017 at 9.00 a.m. and ended on Tuesday, 26th September, 2017 at 5.00 p.m. and NSDL platform was blocked thereafter and the votes cast under remote e-voting facility were then unblocked in the presence of two witness who were not in the employment of the Company.



I have scrutinized and reviewed the remote e-voting process and based on the data downloaded from the remote e-voting platform provided by NSDL, I submit my following report on remote e-voting process.

1) Resolution No. 1:

Adoption of Financial Statements for the financial year ended March 31, 2017:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
71	4108325	99.97

ii) Voted ${\bf against}$ the Resolution:

Number voted thr means	of ough	Members electronic	Number of Votes Cast by them	% of total number of valid votes cast
	2		1100	0.03

iii) Invalid /Abstained Votes:

Total Number of Members declared invalid/ Abstained	whose	votes	were	Total Number of Votes Cast by them
NIL				NIL



2) Resolution No. 2:

Re-appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) who retires by rotation and being re-appointed:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
64	3589669	99.92

ii) Voted **against** the Resolution:

Number of Members voted through electronic means		% of total number of valid votes cast
8	2710	0.08

iii) Invalid /Abstained Votes:

Total Number of Members whose votes we declared invalid/ Abstained	re Total Number of Votes Cast by them
2	517006

3) Resolution No.3:

Re-appointment of Mr. Prakash H. Rao (DIN: 07239167) who retires by rotation eligible for reappointment:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
67	4107755	99.96



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
7	1710	0.04

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them	
NIL	NIL	

4) Resolution No.4:

Appointment of Desai Saksena and Associates as Statutory Auditors of the Company:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
67	4106700	99.93

ii) Voted ${\bf against}$ the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
7	2765	0.07

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
NIL	NIL



5) Resolution No.5:

Appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) a Whole-Time Director for a period of five years:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
65	3520558	98

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
7	71901	2

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
2	517006

6) Resolution No.6:

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

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
67	4104193	99.92



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	3082	0.08

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
NIL	NII.

7) Resolution No.7:

Reclassification of certain Promoter and Promoter Group:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
69	4107429	99.95

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	2036	0.05

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
NIL	NIL



8) Resolution No.8:

Approval of Cost Auditors Remuneration:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
67	4106775	99.96

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
6	1690	0.04

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
NIL	NIL

9) Resolution No.9:

Reclassification of the Authorized Share Capital of the Co with consequential amendments in MOA:

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
67	4103280	99.85



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
7	6185	0.15

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
NIL	NIL

10) Resolution No.10:

<u>Issue of Equity shares of the Company on a rights basis:</u>

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
69	4034555	98.18

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	74910	1.82

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
NIL	NIL



The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Chairman.

Thanking You,

Yours Faithfully,

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

Nilesh A. Pradhan Proprietor

CP: 3659 FCS: 5445

Place: Mumbai

Date: 28th September, 2017

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

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, Omkar Speciality Chemicals Limited, B-34,MIDC, Badlapur (East), Thane-421503.

12th Annual General Meeting of the Equity Shareholders of Omkar Speciality Chemicals Limited held on Wednesday, 27th September, 2017 at Sanjeevani Hall, next to Monginis Cake Shop, Badlapur (East), Thane-421503 at 11.00 A.M.

Dear Sir,

I Mr. Nilesh A. Pradhan, Proprietor of M/s Nilesh A. Pradhan & Co., Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 12th Annual General Meeting of the Equity Shareholders of Omkar Speciality Chemicals Limited held on Wednesday, 27th September, 2017 at 11.00 A.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 me.
- 2. The locked ballot boxes were subsequently opened in my 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.



Nilesh A. Pradhan & Co.

- 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 - Adoption of Financial statements (standalone and consolidated) for the financial year ended March 31st, 2017.

(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
31	10677	100

(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
Nil	Nil	Nil

(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
2	6



(2) Resolution 2: Re- appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) who retires by rotation and being eligible, seek reappointment.

(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
31	10677	100

(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
	-	-

(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	
2	6	

(3) Resolution 3: Re- appointment of Mr. Prakash H. Rao (DIN: 07239167) who retires by rotation and being eligible, seek reappointment.

(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
31	10677	100



(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
	-	-

(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
2	6

(4) Resolution 4: Appointment of M/s. Desai Saksena & Associates as Auditor of the Company.

(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
31	10677	100

(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
-	-	_



(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
2	6

(5) Resolution 5: Appointment of Mr. Rishikesh P. Herlekar (DIN: 05240009) as a whole – time Director, for a period of five years.

(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
31	10677	100

(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
-	-	-

(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
2	6



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

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)	10677	100

(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
-		

(iii) Invalid/abstained votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Whose votes were declared invalid	
2	6

Two Members did not vote on the above mentioned resolution.

(7) Resolution 7: Reclasification of certain Promoter and Promoter Group.

(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
(III person or by proxy)	10677	100



(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
-	-	

(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
2	6

(8) Resolution 8: Approval of Cost Auditor Remuneration

(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
31	10677	100

(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
	-	



(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
2	6

(9) Resolution 9: Reclassification of the Authorised Share Capital of the Company, with Consequential amendments in the Memorandum of Association.

(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
31	10677	100

(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

(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
2	6



(10) Resolution 10: Issue of Equity Shares of the Company on a right basis ("Right issue")

(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
31	10677	100

(ii) Voted ${\bf against}$ 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

(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
2	6



- 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: 28th September, 2017