



OMKAR SPECIALITY CHEMICALS LIMITED

CIN: L24110MH2005PLC151589

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

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

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the aforesaid Resolutions setting out the material facts concerning the items and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors has appointed Mr. Nilesh A. Pradhan of Nilesh A. Pradhan & Co., Practicing Company Secretary, (Membership No. F5445, C.P. No.3659) as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than close of working hours (5.00 p.m.) on Monday, the 02.07.2018 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted.

Members may note that as required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and SEBI (LODR) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members of the Company. The Company is providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice under the section "Procedure and Instructions for e-Voting".

Upon completion of the scrutiny of the Postal Ballot (including e-Voting), the Scrutinizer will submit his report to the Chairman or any Director of the Company. The results of the Postal Ballot shall be declared on or before Friday, 06.07.2018 and displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, Registrar and Transfer Agent and shall also be displayed along with the Scrutinizer's report on the Company's website viz. www.omkarchemicals.com.

DRAFT RESOLUTIONS:

1. To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 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. 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 pari 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, matters 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."

2. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"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.

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."

Registered Office:

B-34, M.I.D.C., Badlapur (E),
Thane- 421503, Maharashtra.

Tel.: +91 (0251) 2697340, 2690651,

Email: investor@omkarchemicals.com;

Web: www.omkarchemicals.com;

CIN: L24110MH2005PLC151589

Date: May 18, 2018

Place: Badlapur

Notes:

1. The Explanatory Statement and reasons for the proposed aforesaid Resolutions under Item No. 1 and 2 pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons of the proposed Resolutions is annexed herewith along with the Form for your consideration.
2. The Board of Directors have appointed Mr. Nilesh A. Pradhan of Nilesh A. Pradhan & Co., Practicing Company Secretary, (Membership No. F5445, C.P. No.3659) as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.
3. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 18.05.2018.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 18.05.2017. A member need not use all his/her votes or cast his/ her votes in the same way.
5. The completion of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Regional newspaper, and disseminated on the Company's website.
6. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website www.omkarchemicals.com.
7. In accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose e-mail ids are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
8. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
9. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice
10. Members have the option either to vote through the e-Voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. Bigshare Services Private Limited, Address or can download Postal Ballot Form from the <https://www.evoting.nsdl.com> or <http://www.omkarchemicals.com>, fill in the requisite details and send the same to the Scrutinizer.
11. Resolutions passed by the Members by means of Postal Ballot including e-Voting is deemed to have been passed at a general meeting of the Members.
12. Voting in the Postal Ballot/e-Voting cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. If the Corporate and institutional members vote through their authorised representatives, certified copies of relevant authorization may also be submitted to the Scrutinizer.
13. Relevant documents referred in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all the working days, excluding Saturdays, Sundays and Public Holidays up to the date of announcement of the result of Postal Ballot.
14. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Monday, 02.07.2018. Postal Ballot Forms received after this date will be treated as invalid.

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

Sd/-

Sunny Pagare
Company Secretary & Compliance Officer

15. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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

- (a) Date and time of commencement of voting through electronic means: Sunday, 03.06.2018 at 9:00 a.m.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Monday, 02.07.2018 till 5:00 p.m.
- (c) Details of Scrutinizer: Mr. Nilesh A. Pradhan, Practicing Company Secretary.

The instructions for e-Voting are as follows:

I. Remote e-Voting :

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

- (i) Open e-mail and open PDF file viz; “remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file “Remote e-voting.pdf”.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and password & Click – Login
- (v) Password change menu appears. If you desire, then change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles
- (vii) Select “EVEN” of Omkar Speciality Chemicals Limited
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify / change your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in

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

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

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

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

II. Other Instructions:

- a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+ Folio No.)
- c) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password Of “Physical User Reset Password” option available on www.evoting.nsdl.com
- d) The Results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company (www.omkarchemicals.com). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
- e) Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid e-Voting shall prevail and voting done by Physical Ballot will be treated as invalid.

ANNEXURE TO NOTICE

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

Item No. 1

Presently, the Authorised Share Capital of your Company is 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.

Accordingly, it is necessary to increase the Authorised Share Capital to facilitate issuance of Rights Shares and for future requirements, if any. Hence, it is proposed to increase the Authorised Share Capital 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 pari passu in all respect with the existing Equity Shares of the Company.

The increase in Authorised Share Capital as aforesaid would require consequential amendments to the existing capital clause in the Memorandum of Association of the Company.

Pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, increase in Authorized Share Capital and alteration of Memorandum of Association requires approval of the Members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the Members is sought through Postal Ballot instead of transacting such businesses at a General Meeting.

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

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company.

Item No. 2

The Shareholders, in the Annual General Meeting of the Company held on September 27, 2017 had approved the proposal of the Rights issue of Equity shares to the extent of 150 crores (inclusive of premium as may be determined by the Board) in the Company. Subject to other terms and conditions, as contained in the said Resolution and the explanatory statement of the Rights Issue, the Promoters of the Company is allowed to adjust the loan amount to the extent of their rights entitlement.

Now, considering the future growth strategies, advice from management / bankers, the promoter and the member of the Promoters Group wish to subscribe for the additional shares including any renouncement of rights in their favour apart from their individual / collective Rights entitlement. The Promoter and the member of the Promoters Group also wish to subscribe for additional shares in the Rights Issue on their behalf (individual or Jointly) or on behalf of other member of the Promoter Group in case of under subscription subject to compliance of Regulation 10(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 38 of SEBI (LODR) Regulations, 2015.

The entire shares subscription by the Promoter / Promoters Group shall be first adjusted against their loan(s) and after the full adjustment of their loan(s), the Promoter and the member of the Promoters Group will bring additional fund as per their individual / collective subscription in the Right Issue.

Accordingly, the Board recommends the resolution set forth in Item No. 2 to be passed as Special Resolution by the Members through Postal Ballot.

Except Mr. Pravin Herlekar and Mr. Rishikesh Herlekar, Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution set forth in Item No. 2 of this Notice except to the extent of their shareholdings in the Company.

Registered Office:

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

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

Sd/-

Sunny Pagare
Company Secretary & Compliance Officer

Date: May 18, 2018

Place: Badlapur



OMKAR SPECIALITY CHEMICALS LIMITED

CIN: L24110MH2005PLC151589

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

POSTAL BALLOT FORM

Sr. No.:

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

I/ We hereby exercise my/our vote(s) in respect of the following ordinary Resolutions to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice dated May 18, 2018, of Omkar Speciality Chemicals Limited (Company), by conveying my/our assent or dissent to the said Resolutions by placing a tick mark (✓) at the appropriate box below:

Sr. No.	Details of Resolutions	No. of Equity shares	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company (Ordinary Resolution)			
2.	Amendment in the Resolution no. 10 passed in the Annual General Meeting held on September 27, 2017.			

Signature of shareholder / Beneficial Owner)

Place:

Date:

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
108380		

NOTE: Please read the instructions given overleaf carefully before exercising your vote. Only valid Postal ballot forms received by the scrutinizer by 5.00 p.m. on 02.07.2018, shall be considered.

Instructions for filling Postal Ballot Form:

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed Business Reply Envelope (BRE). Postage will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
3. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
4. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Registrar and Transfer Agent (RTA)/Depository Participant). In case of joint-holding, this Postal Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. In case of Equity shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly certified/attested.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
7. The right of voting by Postal Ballot shall not be exercised by a Proxy.
8. Duly completed Postal Ballot Form should reach the scrutinizer not later than Monday, 02.07.2018, 5.00 p.m. (IST). All Postal Ballot Forms received after this date will be considered invalid. The scrutinizer will submit the report to the Chairman or any Director of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced on or before Friday, 06.07.2018.
9. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed BRE, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the scrutinizer.
11. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated May 18, 2018.
12. The voting rights of the Members shall be in proportion to their Equity shares in the total paid-up Equity share capital of the Company as on May 18, 2018. A person who is not a member on the relevant date should treat this Notice for information purpose only.
13. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-Voting and vice versa. In case Members cast their votes both by Postal Ballot and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
14. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website at the link <http://www.omkarchemicals.com> and the same duly completed should reach the scrutinizer not later than the last date for voting specified at sr. No. 8 above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
15. In case of non-receipt of the Postal Ballot Form or for any query relating there to, the Members may contact the Company's RTA, Bigshare Services Private Limited Address or send an e-mail at investor@omkarchemicals.com.