



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.: OSCL/SE/2018-19/24

Date: September 07, 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
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Dear Sir / Madam,

Sub.: Notice of Annual General Meeting

Ref.: 13th Annual General Meeting (AGM) of the Company on September 24, 2018

We hereby inform you that the 13th Annual General Meeting (AGM) of the company will be held on Wednesday, 24th Day of September, 2018 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 13th Annual General Meeting of the Company.

Please take the same on your record.

Thanking You,

Yours truly,

For **OMKAR SPECIALITY CHEMICALS LIMITED**

Sd/-

SUNNY PAGARE

COMPANY SECRETARY AND COMPLIANCE OFFICER

(M. NO. F8896)

Encl: as above.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteenth Annual General Meeting of the members of Omkar Speciality Chemicals Limited will be held on Monday, the 24th day of September, 2018 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, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of CA Laxmikant R. Kabra (DIN: 00061346), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. 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.

SPECIAL BUSINESS:

4. 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 Rs. 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, 2019.

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.”

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 30, 2018

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. The holder of proxy shall prove his identity at the time of attending the Meeting.

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 No. 4 be transacted at the 13th Annual General Meeting is annexed hereto and forms a part of the Notice.



4. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 27, 2017.
5. 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 is annexed herewith.
6. Corporate members intending to depute their authorized 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.
7. 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.
8. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
9. 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 Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol Andheri(East), Mumbai - 400 059
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10. 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.
11. 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.
12. 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").
13. 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.
14. 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 or the office of the R&TA for the payment thereof on or before September 30, 2018, 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). The information is also available on the website of Investor Education and Protection Fund (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 27, 2017 (date of last Annual General Meeting) on the website of the Company www.omkarchemicals.com. The information is also available on the website of Investor Education and Protection Fund www.iepf.gov.in.

15. 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”.
16. 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

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.

17. Electronic copy of the Annual Report for Financial Year 2017- 18, 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 2017- 18 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 2017-18 will also be available on the Company’s website www.omkarchemicals.com for their download.

18. 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.



19. A route map showing directions to reach to the venue of the 13th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards on General Meeting (SS-2).
20. 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:

21. 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").
22. 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.
23. 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.
24. 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.
25. 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. 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.
26. The remote e-voting period will commence on Friday, September 21, 2018 (9.00 a.m.) and will end on Sunday, September 23, 2018 (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 18, 2018 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 3 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), the website of NSDL (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.

27. 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.

28. 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,
Email: investor@omkarchemicals.com;
Web: www.omkarchemicals.com;
CIN: L24110MH2005PLC151589

Date: May 30, 2018

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 P. Herlekar	CA Laxmikant R. Kabra
Director Identification No.	05240009	00061346
Date of Birth	March 28, 1991	March 9, 1969
Date of appointment on Board	July 17, 2015	March 26, 2015
Nationality	Indian	Indian
Qualifications	B.E. (Chemicals) graduate	He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and also a Commerce Graduate from Mumbai University.
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 24 years of experience in the fields of Income Tax, Company Law, Banking, Finance, Audit, etc.
List of Directorships held in Other Companies*	<ul style="list-style-type: none"> • Svaks Biotech India Private Limited 	<ul style="list-style-type: none"> • Narendra Investments (Delhi) Limited • Amarnath Securities Limited
Memberships/ Chairmanships in Committees across Public Companies*	Nil	Nil
Number of shares held (As on March 31, 2018)	5,17,006 Equity Shares	Nil
Relationships between the Directors inter-se	Son of Mr. Pravin S. Herlekar, Chairman & Managing Director.	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. 4:

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 2018-19 on remuneration of Rs. 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. 4 of the Notice for approval/ ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2019.

Your Board, thus, recommends the said resolution for your approval.

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.

Registered Office:

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Email: investor@omkarchemicals.com;

Web: www.omkarchemicals.com;

CIN: L24110MH2005PLC151589

Date: May 30, 2018

Place: Badlapur

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

Sd/-

Sunny Pagare

Company Secretary & Compliance Officer

ROUTE MAP – AGM

Direction for the 13th Annual General Meeting of Omkar Speciality Chemicals Limited to be held at Sanjeevani Hall, next to Monginis cake Shop, Badlapur (east), thane– 421503 on 24th day of September, 2018 at 11:00 a.m.

