



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

Date: 24th December, 2014

To,
Corporate Services Department
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex
Bandra (E), Mumbai – 400051
Fax: (022) 26598237/38

Ref.: OMKARSpeciality Chemicals Limited (Stock Exchange Code OMKARCHEM)

Sub: Declaration of results of Voting – Special Resolutions proposed vide Postal Ballot Notice dated 13th November, 2014

Dear Sir / Madam,

In accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and in furtherance to our letter dated 19th November, 2014, enclosing *inter alia* copies of Postal Ballot Notice sent to Shareholders of the Company seeking their approval by way of Special Resolutions for:

- 1) Increase in the Authorised Capital of the Company from Rs. 25 crores to Rs. 35 crores and consequent amendment in capital clause of the Memorandum of Association of the Company;
- 2) To authorize the Board of Directors to raise funds through issue of Equity Shares through Qualified Institutions Placement (QIP) of an amount not exceeding Rs. 125 crores.

The voting on the said Postal Ballot offered in both physical mode and electronic mode commenced on 20th November, 2014 at (9:00 AM) and closed on 20th December, 2014 at (6:00 PM).

The Chairman and Managing Director of the Company has today declared that the Special Resolutions proposed in the aforesaid Postal Ballot Notice have been passed with requisite majority, based on the report submitted by the Scrutinizer, Mr. Nilesh A. Pradhan, Practicing Company Secretary.

Particulars of votes cast in favour of and against the said resolutions under the Postal Ballot process as reported by the Scrutinizer is as details herein:

RESOLUTION NO. 1:

Particulars	No. of Postal Ballot Forms / E-voting	No. of Votes/Shares	% of Total Votes / Shares
Total Valid Votes Cast	184	16764547	100%
Votes Cast in favour of Resolution	184	16764547	100%
Votes Cast against the Resolution	Nil	Nil	0%



Unit - I, W-92 (A), M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2698840, Fax : +91 (0251) 2691572

Unit - II, F-24, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2691852, Fax : +91 (0251) 2697673

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

Unit - IV, F-9 & F-10/1, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : 0251-2694321 / 2696432, Fax : 0251-2696434

Unit - V, D-27/5, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra, India.

Unit - VI, B - 15 & B - 16, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra, India. Tel. : 02356-272004 / 272003

RESOLUTION NO. 2

Particulars	No. of Postal Ballot Forms / E-voting	No. of Votes/Shares	% of Total Votes / Shares
Total Valid Votes Cast	185	16764552	100%
Votes Cast in favour of Resolution	180	16764180	99.99%
Votes Cast against the Resolution	5	372	0.01%

The copy of the Scrutinizer Report is enclosed herewith.

Kindly acknowledge the receipt.

Thanking You,

Yours Faithfully,

For Omkar Speciality Chemicals Limited

Nirav Momaya

Nirav Momaya
Company Secretary & Compliance Officer



Encl.: As stated

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,
Board of Directors,
Omkar Specility Chemicals Limited,
B-34, M.I.D.C.,
Badlapur (East) -421503

Dear Sir,

RE: SCRUTINIZER'S REPORT

I refer to my appointment as Scrutinizer at the meeting of Board of Directors of **OMKAR SPECILITY CHEMICALS LIMITED** held on 13th November, 2014 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 special resolutions as set out in the notice sent for Postal Ballot:

Item No. 1

"RESOLVED THAT pursuant to section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") and subject to such approvals, consents and sanctions, if any, of the concerned Government Authorities/ Statutory Bodies, the existing Authorised Share Capital of the Company of Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each be and is hereby increased to Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and Clause (V)(a) of the Memorandum of Association of the Company is to be altered and to be read as follows:

Clause (V)(a) of the Memorandum of Association of the Company

"The Authorised Share Capital of the Company is Rs. 35,00,00,000 /- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each."



RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or the Chairman & Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Item No. 2

"RESOLVED THAT in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Section 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time (the "Act"), Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations"), Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI") and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to eligible Investors whether Indian or Foreign, including Foreign Institutions, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds or otherwise, whether shareholders of the Company or not, through an issue of Equity Shares (hereinafter referred to as "Securities") by way of Qualified Institutional Placement ("QIP"), to Qualified Institutional Buyers ("QIB") in terms of Chapter VIII



of the SEBI Regulations, through one or more placements of Securities, whether by way of private placement or otherwise so that the total amount raised through issue of the Securities shall not exceed Rs. 125 Crores, as the Board may determine, where necessary in consultation with but not limited to the Lead Managers, Underwriters, Financial and/ or Legal Advisors, Rating Agencies;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s);

RESOLVED FURTHER THAT the QIP issue shall be completed within 12 months from the date of passing of this resolution;

RESOLVED FURTHER THAT for the QIP issue the relevant date for determination of the floor price of the Securities to be issued shall be the date of meeting in which the Board decides to open the proposed issue of Securities under Chapter VIII of the SEBI Regulations;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at its sole discretion to offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations in respect of QIP Issue;

RESOLVED FURTHER THAT the Securities so issued shall rank pari passu with the existing Securities of the Company in all respects;

RESOLVED FURTHER THAT the Securities to be offered and allotted shall be in dematerialized form;

RESOLVED FURTHER THAT the QIP issue shall be structured in a manner such that the additional Securities that may be issued would not be more than 25 % of the fully diluted emerging outstanding paid-up equity share capital of the Company post the QIP issue;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company;



RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the Lead Managers, Underwriters, Guarantors, Registrars, Escrow Banks, Bankers, Advisors and all such Agencies and Intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with them and to seek the listing of such Securities;

RESOLVED FURTHER THAT the Company do apply for listing of the new Securities as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s);

RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."



Nilesh A. Pradhan & Co.

I have carried out the work as Scrutinizer from Thursday, 20th November, 2014 (9:00 AM IST) and ends on Saturday, 20th December, 2014 (6:00 PM IST). I enclose the Scrutinizer Report for my finding along with the relevant details.

Regards

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

NAPradhan

Nilesh A Pradhan

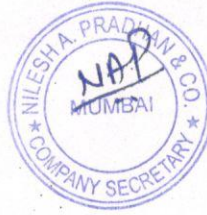
Proprietor

CP: 3659

FCS:5445

Date: 24th December, 2014

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 - 2225662152/53

91 - 2225667226/7/8

Email: info@napco.in

REPORT

I, Mr. 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 Process in a fair and transparent manner, do by hereby report, by way of separate note as follows:-

MINUTES OF WORK UNDERTAKEN AS SCRUTINIZER:

1. The Company had, on 19th November, 2014 completed the dispatch of the notice under Section 110 of the Companies Act, 2013, alongwith the Postal Ballot forms and self addressed prepaid reply envelops to the members of the Company whose names appeared on the Register of Members/List of Beneficiaries as on 14th November, 2014 being the record date.
2. All the envelope(s) received were opened by my representative(s) and the same have been verified by us.
3. Verification of signature of all the voting form was done by my representatives at myoffice 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 6.00 p.m. of Saturday, 20th December, 2014, being the last date and time 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 6.00 p.m of Saturday, 20th December, 2014 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 Saturday, 20th December, 2014 have not been accounted for in arriving at the final result. (There were no such envelopes received till finalisation of report).
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. The e-votes casted through NSDL platform up to close of working hours of Saturday, 20th December, 2014 were taken into consideration for my scrutiny.
9. I report that Entry no. 1 to 126 in the annexed detailed report represents physical voting under postal ballot and entry no. E1 to E68 represent E-voting through NSDL e-voting platform.
10. In determining the validity or otherwise of the Postal Ballots received, I have adopted the following criteria:
 - (a) Where the ballot form has been properly filled, dated and signed, the ballot has been treated as "**Valid**".
 - (b) Where the date and place has been left blank but if it is duly signed as per specimen signature on record in Register of Members, the ballot has been treated as "**Valid**".
 - (c) Where the number of shares has been left blank but the tick mark was made in the assent column, I have accounted for the total holding for the relevant resolution as indicated by the shareholder and treated the same as "**valid**";
 - (d) Where the shareholder has left the ballot blank or has not indicated his vote, the ballot has been treated as "**Invalid**";
 - (e) Where the signatures do not tally or the ballot paper bears no signatures, the ballot has been treated "**Invalid**";



- (f) In respect of the shareholder(s), who has voted through e-voting on NSDL platform as well as by physical voting under postal ballot, we have considered their votes only for under e voting on NSDL platform and the entries has made in the Register maintained for physical voting under postal ballot with a remark that " e voting done hence not considered under postal ballot"
11. 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.
12. I have completed my work by 3.30 p.m. 24th December, 2014. The charge of the Ballot Box, Postal Ballot Forms, Registers and other records was handed over to Mr. Nirav Momaya, Company Secretary who has been made responsible by the Board with regard to the Postal Ballot Process and he has taken possession, custody and charge of the same.
13. I hereby report to you the result for ascertaining the requisite majority for the passing of the special resolution as set out in the notice sent for postal ballot is as under:

Item No. 1

Increase in Authorised Capital of the Company from Rs. 25 crores to Rs. 35 crores and the consequent amendment in capital clause of the Memorandum of Association 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	193	16766094	—
Less: Invalid Votes	9	1542	—
Net Valid Votes	184	16764547	100%
Votes cast in favor of Resolution	184	16764547	100%
Votes cast in against the Resolution	0	0	0
*One person do not e- voted on the Resolution No.1			



Nilesh A. Pradhan & Co.

Based on the number of votes i.e. 100 % cast in favor of the resolution, I report that the said Special Resolution for increase in Authorised Capital of the Company and the consequent amendment in capital clause of the Memorandum of Association of the Company is passed by the requisite majority.

Item No. 2

To authorise the Board of Directors to raise funds through issue of Equity Shares through Qualified Institutional Placement (QIP) of an amount not exceeding Rs. 125 crores

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	194	16766094	—
Less: Invalid Votes	9	1542	—
Net Valid Votes	185	16764552	100%
Votes cast in favor of Resolution	185	16764180	99.99%
Votes cast in against the Resolution	5	372	0.01%

Based on the number of votes i.e. 99.99 % cast in favor of the resolution, I report that the said Special Resolution for authorising the Board of Directors to raise funds through issue of Equity Shares through Qualified Institutional Placement (QIP) of an amount not exceeding Rs. 125 crores is passed by the requisite majority.

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

Nilesh A. Pradhan

Nilesh A Pradhan

Proprietor

CP: 3659

FCS: 5445

Date: 24th December, 2014

Place: Mumbai

