

**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: 6th September, 2014

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

Ref.: Omkar Speciality Chemicals Limited (Stock Exchange Code OMKARCHEM)

Sub: Declaration of results of Voting – Special Resolutions proposed vide Postal Ballot Notice dated 20th June, 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 31st July, 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) Granting of authority to the Board of Directors for increasing the borrowing powers of its Board of Directors from Rs. 250 Crores to Rs. 500 crores, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, in order to meet its working capital requirements and capital expenditure program of the Company.
- 2) Granting of authority to the Board of Directors to create charge/mortgage on the movable/immovable properties of the Company for securing the aforesaid borrowings, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.
- 3) Granting of authority to the Board of Directors to increase the limits for making investment or granting loans or providing guarantees or securities from Rs. 250 crores to Rs. 500 crores, pursuant to the provisions Section 186 of Companies Act, 2013 and Rule No. 11 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The voting on the said Postal Ballot offered in both physical mode and electronic mode commenced on 3rd August, 2014 at (9:00 AM) and closed on 3rd September, 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:



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
Unit - VI, B - 15 & B - 16, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra

RESOLUTION NO. 1:

Particulars	No. of Postal Ballot Forms / E-voting	No. of Votes/Shares	% of Total Votes / Shares
Total Valid Votes Cast	138	12870563	100.00
Votes Cast in favour of Resolution	135	12870463	99.99
Votes Cast against the Resolution	3	100	0.01

RESOLUTION NO. 2

Particulars	No. of Postal Ballot Forms / E-voting	No. of Votes/Shares	% of Total Votes / Shares
Total Valid Votes Cast	138	12870462	100.00
Votes Cast in favour of Resolution	*134	12870362	99.99
Votes Cast against the Resolution	3	100	0.01

*One person has not voted on the Resolution No. 2

RESOLUTION NO. 3:

Particulars	No. of Postal Ballot Forms / E-voting	No. of Votes/Shares	% of Total Votes / Shares
Total Valid Votes Cast	138	12870404	100.00
Votes Cast in favour of Resolution	132	12869971	99.99
Votes Cast against the Resolution	6	433	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**



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 20th June, 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 the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, approval of the Shareholders be and is hereby accorded to the Board of Directors for raising borrowing through loans, credit etc. from the existing limit of Rs. 250 crores to Rs. 500 crores (including Deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business) for both, domestic and foreign currency borrowings from banks, financial institutions and other sources from time to time for the purpose of financing working capital requirements as also acquisition of capital assets and/or for the purpose of any other requirements of the Company both for capital and revenue in nature, notwithstanding that the money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes;



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 the approval of the shareholders be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary, to the Board of Directors to mortgage and/or charge, in addition to mortgage/charges created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board may determine, on all or any of the movable/immovable properties of the Company, both the present and future and/or whole or substantially whole or any part of undertaking(s) of the Company together with the power to take over the management of the Company and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee/Trustee(s) in foreign currency and/or Indian rupee currency and securities (comprising fully/partly Convertible Debentures and/or Non- Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayments, remuneration of the Agents/Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agents/Trustees, in respects of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf from time to time;



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. 3

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rule No. 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company hereby authorizes its Board of Directors to invest by way of subscription, purchase or otherwise in the securities of any other body corporate whether or not such body corporate is its subsidiary/associate company and/or to make loans to any person or body corporate and/or to give any guarantee or provide security in connection with loan(s) to any other body corporate or person even if such loans, guarantees, securities and investments together with the aggregate of loan(s) made, guarantee(s) given, security(ies) provided and investment(s) made from time to time is in excess of the ceiling prescribed under Section 186 of the Companies Act, 2013 computed on the basis of the Audited Accounts of the financial year immediately preceding the financial year in which such loans are made, guarantees given, securities provided and investments made, provided that the excess over the ceiling prescribed under Section 186 of the Companies Act, 2013 computed at the beginning of the financial year will not at any time exceed Rs. 500 crores at any one time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Chairman and 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,”



Nilesh A. Pradhan & Co.

I have carried out the work as Scrutinizer from 3rd August, 2014 ending till 3rd September, 2014. I enclose the Scrutinizer Report for my finding along with the relevant details.

Regards

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

Handwritten signature of N. A. Pradhan in black ink, written in a cursive style.

Nilesh A Pradhan
Proprietor
CP: 3659
FCS:5445
Date: 5th September, 2014
Place: Mumbai



NILESH A. PRADHAN & CO.

Nilesh A. Pradhan.

B.COM., F.C.S.

Practicing Company Secretary

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Estate, Near Fortis Hospital,
Mulund-Goregaon Link Road,
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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 hereby report, by way of separate note as follows:-

MINUTES OF WORK UNDERTAKEN AS SCRUTINIZER:

1. The Company had, on 1st August, 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 envelopes to the members of the Company whose names appeared on the Register of Members/List of Beneficiaries as on 20th June, 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 my office 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 Wednesday, 3rd September, 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 Wednesday, 3rd September, 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 3rd September, 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 3rd September, 2014 were taken into consideration for my scrutiny.
9. I report that Entry no. 1 to 101 in the annexed detailed report represents physical voting under postal ballot and entry no. E1 to E45 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 as "**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 5.30 p.m. 5th September, 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

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, it is proposed to increase borrowing powers of its Board of Directors from Rs. 250 Crores to Rs. 500 crores in order to meet its working capital requirements and capital expenditure program 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	143	12871399	—
Less: Invalid Votes	5	836	—
Net Valid Votes	138	12870563	100
Votes cast in favor of Resolution	135	12870463	99.99
Votes cast in against the Resolution	3	100	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 the increasing in Borrowing limits is passed by the requisite majority.

Item No. 2

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, it is proposed to authorize the Board to create charge/mortgage on the movable/immovable properties of the Company for securing the borrowings.

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	143	12871298	—
Less: Invalid Votes	5	836	—
Net Valid Votes	138	12870462	100
Votes cast in favor of Resolution	*134	12870362	99.99
Votes cast in against the Resolution	3	100	0.01
*One person do not vote on the Resolution No.2			

Based on the number of votes i.e. 99.99 % cast in favor of the resolution, I report that the said Special Resolution for the granting authority to the Board of Directors for mortgaging / hypothecating / disposing the assets of the Company for securing the aforesaid borrowings is passed by the requisite majority.

Item No. 3

Pursuant to the provisions Section 186 of the Companies Act, 2013 and Rule No. 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, it is proposed to increase its limits for making investment or granting loans or providing guarantees or securities from Rs. 250 crores to Rs. 500 crores.



Nilesh A. Pradhan & Co.

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	143	12871240	—
Less: Invalid Votes	5	836	—
Net Valid Votes	138	12870404	100
Votes cast in favor of Resolution	132	12869971	99.99
Votes cast in against the Resolution	6	433	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 increasing the investment limits of Board of Directors passed by the requisite majority.

Regards

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



Nilesh A Pradhan

Proprietor

CP: 3659

FCS: 5445

Date: 05th September, 2014

Place: Mumbai

