**NOTICE OF 22ND ANNUAL GENERAL MEETING**

Notice is hereby given that the **Twenty Second (22nd) Annual General Meeting** of the Members of the Company is scheduled to be held on **Thursday, the 28th day of September, 2017** at the registered office of the company at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006, Gujarat** at **11.00 a.m.** to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Parminder Sharma (Din no. 00176300), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the company hereby ratifies the appointment of **M/s Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration Number 108407W)** as statutory auditors of the company to hold the office from the conclusion of the 22nd AGM of the Company till the conclusion of the 23rd AGM of the Company to be held in the year 2018, at such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company.”

 Registered Office:By Order of the Board

 501, Mahakant Building, For **Omkar Pharmachem Limited**

 Opp.: V. S. Hospital, Ashram Road,

 Ellisbridge, Ahmedabad 380006

 CIN: L24231GJ1995PLC025276

 **ANURAG SHARMA**

**Date:** 29th August, 2017 Managing Director

 **Place:** Ahmedabad (**DIN:** 02289261)

**Address:** A-727, Sarita Vihar, New Delhi-110076

**NOTES:**

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/ Proxies to attend and vote on a poll instead of himself/ herself. 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 percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.

Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled During the period beginning 24 hours before the Time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days` notice in writing of the intention so to inspect is given to the company.

1. **The businesses set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means.** Instructions and other information relating to remote e-voting are given in the Notice under Note No. 17.

 Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.

1. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd day of September, 2017 to 28th day of September, 2017 (both days inclusive).
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company’s Registrar and Share Transfer Agent.

In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

1. Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH. 13 as per rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members
holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent/ Share Department of the Company.
3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form in order to comply with the provisions of SEBI Act and rules and regulations made and/or Notification, Circulars issued there under, and also to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited for the same. Member will also receive a formal request letter from the Company to Convert their shareholding in Demat form along with this Annual Report.
4. 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 Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
5. 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.
6. Non-resident Indian Members are requested to Inform Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited, immediately of:
7. Change in their residential status on return to India for permanent settlement.
8. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
9. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent / Depositories for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2016-17 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Abridged Annual Report 2016-17 is being sent to all other members who have not registered their email address(es), physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
11. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for Financial Year 2016-2017 will also be available on the Company’s website at [www.omkarpharmachem.co.in](http://www.omkarpharmachem.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id invetors.opl@gmail.com.

14. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.

15. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 3 days before the AGM.

16. As required under Listing Regulations on General Meetings details in respect of directors seeking re-appointment at the AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.

1. **Voting through electronic means**
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location (“Remote E-voting”) and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by “Remote E-voting”. The company has engaged Central Depository Services (India) Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“Remote E-voting”) will be provided by CDSL.

II. Members of the company, instead of casting their votes by the aforesaid “Remote E-voting” may cast their vote at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.

III. The process and manner for remote e-voting are as under:

1. The voting period begins on Monday the 25th day of September 2017 from 9.00 A.M. and ends on Wednesday the 27th day of September 2017 up to 5.00 P. M. During this period shareholder’s of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
4. Click on Shareholders.
5. Now Enter your User ID
	1. For CDSL: 16 digits beneficiary ID,
	2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
	3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

|  |  |
| --- | --- |
|  | **For Members holding shares in Demat Form and Physical Form** |
| PAN |  Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)* Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ on the cover of envelop of Annual Return, indicated in the PAN Field.
* In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
 |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

1. After entering these details appropriately, click on “SUBMIT” tab.
2. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
3. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
4. Click on the EVSN for **‘OMKAR PHARMACHEM LIMITED’** on which you choose to vote.
5. On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
6. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
7. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
8. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
10. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
11. Note for Non – Individual Shareholders and Custodians
* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
* A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
* After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
* The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
1. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September 2017 may follow the same instructions as mentioned above for e-Voting.
2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com

**General Instructions:**

1. **The voting period begins on Monday the 25th September 2017 from 09:00 AM and ends on Wednesday the 27th September 2017 upto 5:00 PM. During this period shareholders’ of the Company, holding shares, as on the cut-off date of 21st September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
2. The voting right of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 21st September 2017.
3. Mr. Maulik Bhavsar, Practicing Company Secretary, (Membership No. : 31198) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
4. The results shall be declared forthwith upon receipt of the Scrutinizer’s Report. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [***www.omkarpharmachem.co.in***](http://www.omkarpharmachem.co.in) and its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.

18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

19. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 5.30 pm) on all working days, up to and including the date of Annual General Meeting of the Company.

20. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as PAN Card, passport, Aadhar Card or driving license to enter the AGM Venue.

 Registered Office:By Order of the Board

501, Mahakant Building, For **Omkar Pharmachem Limited**

 Opp.: V. S. Hospital, Ashram Road,

 Ellisbridge, Ahmedabad 380006

 CIN: L24231GJ1995PLC025276

 **ANURAG SHARMA**

Date: 29th August, 2017 Managing Director

 Place: Ahmedabad (**DIN:** 02289261)

**Address:** A-727, Sarita Vihar, New Delhi-110076

**Additional Information on Director Recommended for Appointment/Re-Appointment as Required Under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**

**Mr. Parminder Sharma:-**

Mr. Parminder Sharma, is the Non-Executive Director of Omkar Pharmachem Limited. He was inducted on November 14, 2003 as member of the board.

He has 19 years of Experience in Corporate field. As a Director of Omkar Pharmachem Limited, Parminder Sharma is entrusted with strategic and operational responsibility of the Company. Parminder Sharma is also Chairman of Stakeholder Relationship Committee of the Company.

**Nature of expertise in specific functional areas:-**

Business Management and Marketing.

**Disclosure of inter-se relationship between director and Key Managerial Personnel:-**

NIL

**Listed Companies (other than Omkar Pharmachem Limited) in which Parminder Sharma holds directorship and Committee membership:-**

Directorship:-

NIL

Chairmanship/Membership of Board committees:-

NIL

**Shareholding in the Company:-**

35000 Equity Shares.