

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Third (23rd) Annual General Meeting** of the Members of the Company is scheduled to be held on **Saturday, the 29th day of September, 2018** at the registered office of the company at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006, Gujarat** at **11.30 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, 2018, 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. Anurag Sharma (DIN No. 02289261), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To fix the remuneration of **Rajesh J. Shah & Associates, Chartered Accountants**, Statutory auditor of the Company

To consider and, if thought fit, to pass, with without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 19th Annual General Meeting held on 30th September 2014 in respect of appointment of **Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration Number 108407W)** till the conclusion of 24th Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the period commencing from 2018-19, until the conclusion of the 24th Annual General Meeting of the Company scheduled to be held in the year 2019.”

Registered Office:
501, Mahakant Building,
Opp.: V. S. Hospital, Ashram Road,
Ellisbridge, Ahmedabad 380006, Gujarat
CIN: L24231GJ1995PLC025276

Date: 03rd September, 2018
Place: Ahmedabad

By Order of the Board
For **Omkar Pharmachem Limited**



ANURAG SHARMA
Managing Director
(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. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT 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.

2. 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. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd day of September, 2018 to 29th day of September, 2018 (both days inclusive).
4. 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.

5. Members can avail 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.
6. 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 and Bank account details to the Registrar and Share Transfer Agent/ Share Department of the Company.
7. 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.
8. 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.
9. 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.
10. Non-resident Indian Members are requested to Inform Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) 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.
11. 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.
12. 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 2017-18 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 Annual Report 2017-18 is being sent to all other members who have not registered their email address(es), physical copies of the Notice of the 23rd 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.

13. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for Financial Year 2017-2018 will also be available on the Company's website at www.omkarpharmachem.co.in for 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 investors.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.

17. Voting through electronic means

- I. 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:

- (i) The voting period begins on Wednesday the 26th day of September 2018 from 9.00 A.M. and ends on Friday the 28th day of September 2018 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 22nd September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for '**OMKAR PHARMACHEM LIMITED**' on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

(xix) 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 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.
- (i) 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. 22nd September 2018 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

- (a) **The voting period begins on Wednesday the 26th day of September 2018 from 9.00 A.M. and ends on Friday the 28th day of September 2018 up to 5.00 P. M. During this period shareholders’ of the Company, holding shares, as on the cut-off date of 22nd September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (b) 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 22nd September 2018.
- (c) 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.

- (d) 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 and its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.

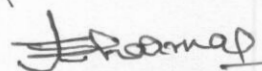
18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

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.

Registered Office:
501, Mahakant Building,
Opp.: V. S. Hospital, Ashram Road,
Ellisbridge, Ahmedabad 380006, Gujarat
CIN: L24231GJ1995PLC025276

Date: 3rd September, 2018
Place: Ahmedabad

By Order of the Board
For **Omkar Pharmachem Limited**

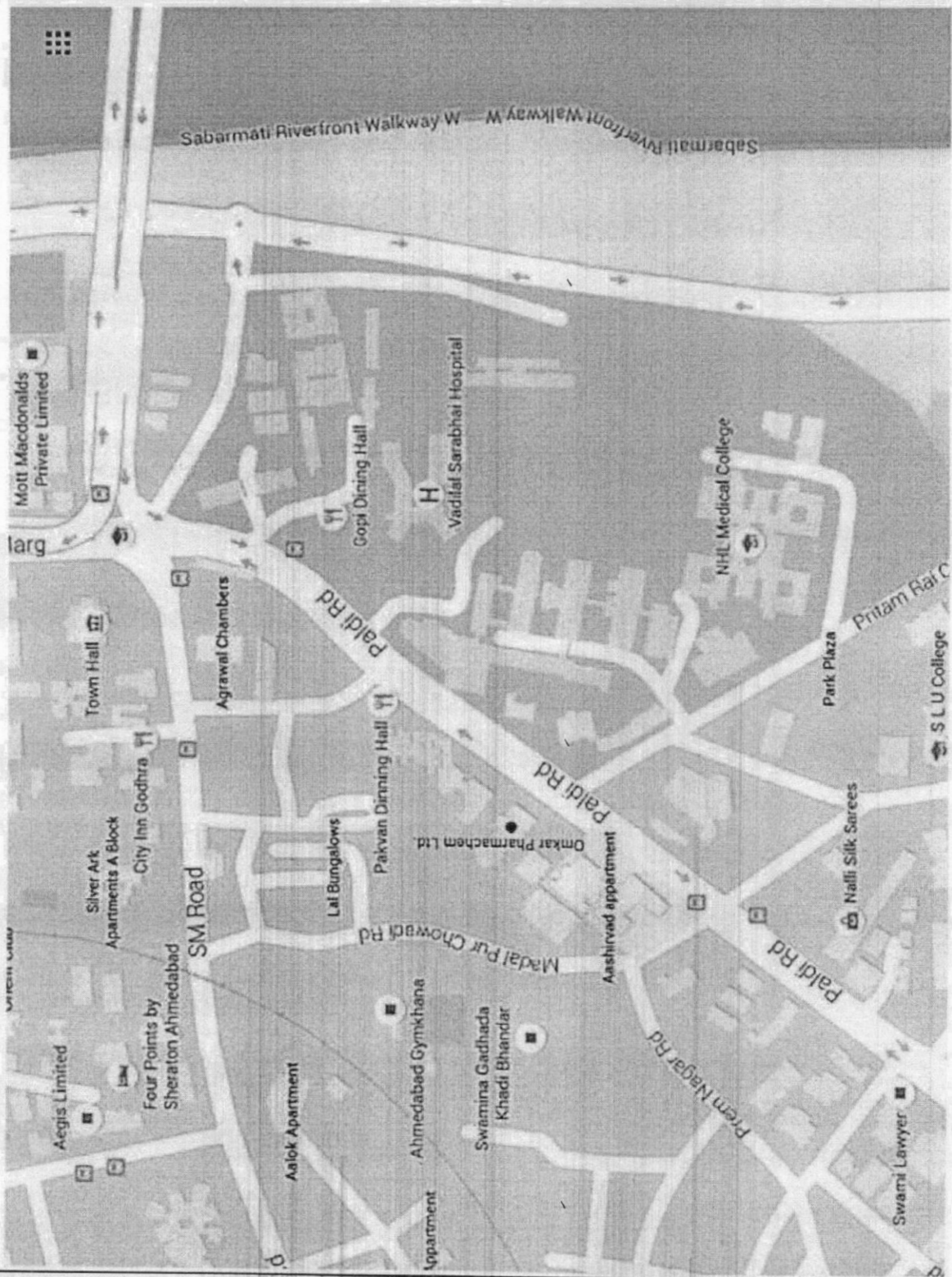


ANURAG SHARMA
Managing Director
(DIN: 02289261)
Address: A-727, Sarita
Vihar, New Delhi-110076

Additional Information on Director Recommended for Appointment/Re-Appointment as Required Under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by ICSI.

A	Name of the proposed director	Mr. Anurag Sharma
B	Age	60 Years
C	Education Qualification	M.com
D	First Appointment on the Board	07 th November 2000
E	Shareholding in the Company	NIL
F	Relationship with the others Directors, Members and KMP	NIL
G	Number of Board Meeting attended during the financial year 2017-18	5
H	Experience	32 years of experience in Corporate Field
I	Remuneration	NIL
J	Terms and Condition of appointment	Same as set out in appointment letter
K	Other Directorships, Membership, Chairmanship of Committees	NIL

ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Omkar Pharmachem Limited

Regd off: **501, Mahakant Building, Opp. V. S. Hospital,
Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat**
CIN: L24231GJ1995PLC025276, website: www.omkarpharmachem.co.in
Email id: invetors.opl@gmail.com, Ph. 079-26580892

23rd Annual General Meeting to be held on **Saturday, the 29th day of September, 2018** at 11.30 a.m. at
501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, Gujarat

FORM NO. MGT-11**PROXY FORM**

(Pursuant to section 105(6) of the Companies act, 2013 and Rule 19(3) of the Companies (Management and administration) rules, 2014)

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No. / Client ID No. : DP ID No.

I/We, being the member(s) of.....Equity Shares of Omkar Pharmachem Limited,
hereby appoint

1. Name: Email Id
Address:

Signature.....or failing him/her

2. Name: Email Id
Address:

Signature.....or failing him/her

3. Name: Email Id
Address:

Signature.....

As my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 23rd Annual General Meeting of the Company to be held on **Saturday, the 29th day of September, 2018** at 11.30 am at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary Resolution	Vote (Optional, see Note 2) (Please mention No. of Shares)	
		For	Against
1	Adoption of Financial Statements.		
2	Appoint a Director in place of Mr. Anurag Sharma who retires by rotation.		
3	Fix remuneration of Statutory Auditor of the Company		

Signed this.....day of.....2018

Affix revenue
Stamp of not less
than Rs. 1

Signature of Shareholder..... Signature of Proxy holder(s)

NOTES:

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, Gujarat not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the Signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Omkar Pharmachem Limited

Regd off: **501, Mahakant Building, Opp. V. S. Hospital,
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CIN: L24231GJ1995PLC025276, website: www.omkarpharmachem.co.in
Email id: invetors.opl@gmail.com, Ph. 079-26580892

ATTENDANCE SLIP**23rd Annual General Meeting- 29th September, 2018**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id* Folio No. Client Id* No. of Shares

Name and Address of Shareholder	
Name of Proxy, If any	
Registered Folio/ DP ID & Client ID	
No. of Shares held	

I hereby record my presence at the **23rd ANNUAL GENERAL MEETING** of the company held on **Saturday, the 29th day of September, 2018** at 11: 30 am at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006, Gujarat**

.....
Signature of Shareholder/Proxy present

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.