

## **NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **Twenty Fifth (25<sup>th</sup>) Annual General Meeting** of the Members of the Company is scheduled to be held on **Tuesday, the 29<sup>th</sup> day of September, 2020** 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 31<sup>st</sup> March, 2020, Statement of Profit and Loss, Statement of Change in Equity and Cash Flow Statement for the year ended on that date 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.

### **SPECIAL BUSINESS:**

3. Appointment of **Mr. Bhawani Shankar Goyal** (DIN -03255804) as a Director of the Company.

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

**“RESOLVED THAT Mr. Bhawani Shankar Goyal (DIN: 03255804) who was appointed as an Additional Director and “Managing Director” of the Company w.e.f. 14th February, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section-161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose **Mr. Bhawani Shankar Goyal** candidature for the office of the Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Appointment of **Mr. Bhawani Shankar Goyal** (DIN -03255804) as Managing Director of the Company.

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

**“RESOLVED THAT** pursuant to provision sections 196,197,198 and 203 of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the Board, consent of the members of the Company be and is hereby accorded to appoint Mr. Bhawani Shankar Goyal (DIN-03255804) as Managing Director of the Company, whose office is liable to be retire by rotation, for a period of 5 years with effect from 14th February 2020 on NIL Remuneration and such other terms and conditions as decided between company and director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Appointment of **Ms. Mamta Pachauri (DIN-05255258)** as Non- Executive Independent Director of the Company.

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Mamta Pachauri (DIN: 05255258) as an Additional cum woman Independent Director of the Company w.e.f. June 29, 2020, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period effective from June 29, 2020 till June 28, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Re-appointment of **Mr. Janak Raj Sharma (DIN-07420418)** as Non- Executive Independent Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Janak Raj Sharma (DIN: 07420418)**, who holds office of Independent Director up to 12<sup>th</sup> February, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose **Mr. Janak Raj Sharma** candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 13<sup>th</sup> February, 2021 upto 12<sup>th</sup> February, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Alteration of Object Clause of Memorandum of Association of the Company.

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

**“RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company by adding sub clause (4) after existing sub clause 3 of clause III (A) in the following ways:

**Sub Clause (4) of Clause III (A) Objects to be pursued by the company**

**To carry on the business of providing management services, consultancy, multidisciplinary consultancy, liaison representation, business development, business support services, services related to arranging tie up for new investment opportunities and all other activities related to consultancy and advisory services to companies, firms, associations, societies and individuals engaged in any kind of business activities**

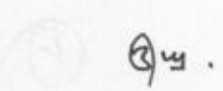
**RESOLVED FURTHER THAT** Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

**Registered Office:**

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

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

**Date:** 31<sup>st</sup> August, 2020  
**Place:** Ahmedabad

  
**BHAWANI SHANKAR GOYAL**  
Managing Director  
(DIN: 03255804)  
**Address:** H NO.77 Nangal  
Chaudhary Teh. Narnaul, Dist.  
Mahindergarh Nangal Chaudhary  
123023 HR

**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 as 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. 15.

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 23<sup>rd</sup> day of September, 2020 to 29<sup>th</sup> day of September, 2020 (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 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.
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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019 except in case of request for transmission or transposition of securities. In the view of this 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 assistance in this regard.
8. Company has issued letters to all Shareholders of the company along with two reminders for PAN Card, Bank account details and dematerialization of shares held in physical form as required by SEBI vide its circular number **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated 20<sup>th</sup> April 2018 followed by BSE circular **LIST/COMP/15/2018-19** dated 5<sup>th</sup> July, 2018.
9. 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.
10. 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.
11. 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.
12. In Compliance with the SEBI circular dated 12<sup>th</sup> May 2020, the Annual Report 2019-20, the notice of the 25<sup>th</sup> AGM and the instructions for e-voting are being sent by electronic mode to all the members whose e-mail address are registered with the company/respective Depository Participants. Therefore, the members, who wish to receive the notice of the AGM and the Annual Report for the year 2019-20 and all other communications sent by the company, from time to time, are requested to update their email address with the company/its RTA, in case of shares held in physical mode by sending the request at [investors.opl@gmail.com](mailto:investors.opl@gmail.com) or RTA at [info@alankit.com](mailto:info@alankit.com) and Depository participants in case of shares held in demat mode.

Members may also note that the Annual Report 2019-20 and the Notice convening the AGM are also available on the Company's website [www.omkarpharmachem.co.in](http://www.omkarpharmachem.co.in) and on the website of Stock Exchange i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com)

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. For any communication, the shareholders may also send requests to the Company's investor email id [invetors.opl@gmail.com](mailto:invetors.opl@gmail.com).

13. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking re-appointment at this AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 to 7 given above as Special Business in the forthcoming AGM.
15. **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 or by show off hands.
  - III. The process and manner for remote e-voting are as under:
    - (i) The voting period begins on Saturday the 26<sup>th</sup> day of September 2020 from 9.00 A.M. and ends on Monday the 28<sup>th</sup> day of September 2020 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 22<sup>nd</sup> September 2020, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> <li>• 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</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>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).</p>

(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](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](mailto: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](mailto: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.

22<sup>nd</sup> September 2020 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**General Instructions:**

- (a) **The voting period begins on Saturday the 26<sup>th</sup> day of September 2020 from 9.00 A.M. and ends on Monday the 28<sup>th</sup> day of September 2020 up to 5.00 P. M. During this period shareholders' of the Company, holding shares, as on the cut-off date of 22<sup>nd</sup> September 2020 may cast their vote electronically.**
- (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 22<sup>nd</sup> September 2020.
- (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 48 hours 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](http://www.omkarpharmachem.co.in) and communicated to the stock exchanges where shares of the Company are listed.
16. 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.
17. 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.
18. Regulation 44(6) of SEBI Listing Regulations, is not applicable on the company, therefore conducting live webcast of proceedings of AGM is not required during the year under review.
19. The route map showing directions to reach the venue of the twenty-fifth AGM is annexed.

20. 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.

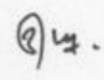
21. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 3 days before the AGM.

**Registered Office:**

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

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

**Date:** 31<sup>st</sup> August, 2020  
**Place:** Ahmedabad

  
**BHAWANI SHANKAR GOYAL**  
Managing Director  
(DIN: 03255804)  
**Address:** H NO.77 Nangal  
Chaudhary Teh. Narnaul, Dist.  
Mahindergarh Nangal Chaudhary  
123023 HR

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-**

**ITEM NO-3 & 4**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed **Mr. Bhawani Shankar Goyal (DIN: 03255804)** as an Additional Director from 14th February, 2020. In terms of Section 161(1) of the Companies Act, 2013 **Mr. Bhawani Shankar Goyal** holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Bhawani Shankar Goyal, being eligible has offered herself for appointment as a Director. The Company received a notice under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Bhawani Shankar Goyal for the office of Director of the Company.

The Board has also appointed **Mr. Bhawani Shankar Goyal (DIN: 03255804)** as the Managing Director of the Company for a period of five years from 14<sup>th</sup> February, 2020 upto 13th February, 2025, on **NIL** remuneration and upon such other terms & conditions, subject to approval of the Members.



Brief profile of **Mr. Bhawani Shankar Goyal (DIN: 03255804)**, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations and Secretarial Standard 2 are provided as an Annexure to this notice.

Except **Mr. Bhawani Shankar Goyal**, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 & 4 for the approval of Members.

#### **ITEM NO- 5**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **Ms. Mamta Pachauri (DIN: 05255258)** as an Additional cum Independent Woman Director of the Company, with effect from 29<sup>th</sup> June, 2020 under Section 149, 150 and 152 of the Companies Act, 2013 and **Ms. Mamta Pachauri** shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from **Ms Mamta Pachauri**. In the opinion of the Board, Ms. Mamta Pachauri fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment.

**Ms. Mamta Pachauri** is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of **Ms. Mamta Pachauri** as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of **Ms. Mamta Pachauri** as an Independent Director for period upto 5 (five) consecutive years with effect from 29<sup>th</sup> June, 2020 for the approval by the Members of the Company.

The other details of **Ms. Mamta Pachauri** in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Except **Ms. Mamta Pachauri**, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

#### **ITEM NO- 6**

**Mr. Janak Raj Sharma (DIN 07420418)** was appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and

Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2016 to hold office upto 12<sup>th</sup> February, 2021 ("first term" )

The Nomination & Remuneration Committee at their Meeting, after taking into account the performance evaluation of **Mr. Janak Raj Sharma**, during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective fields and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board for his continued association as an Independent Directors would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Janak Raj Sharma as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 13<sup>th</sup> February, 2021 upto 12<sup>th</sup> February, 2026 and not liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from **Mr. Janak Raj Sharma**. In the opinion of the Board, **Mr. Janak Raj Sharma** fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Brief Profile and other details of **Mr. Janak Raj Sharma** in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Except **Mr. Janak Raj Sharma**, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of Members.

#### **ITEM NO- 7**

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans.

For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently.

The Board at their meeting held on August 31, 2020 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during business hours till the date of AGM.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members

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

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

**Date:** 31<sup>st</sup> August, 2020  
**Place:** Ahmedabad

**BHAWANI SHANKAR GOYAL**  
Managing Director  
(DIN: 03255804)  
**Address:** H NO.77 Nangal  
Chaudhary Teh. Narnaul, Dist.  
Mahindergarh Nangal Chaudhary  
123023 HR

**Annexure to Notice:**

**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.**

Name of Director	Mr. Bhawani Shankar Goyal	Ms. Mamta Pachauri	Mr. Janak Raj Sharma	Mr. Parminder Sharma
Date of Birth and Age	03 <sup>rd</sup> November 1981 and Age-39 Years	01 <sup>st</sup> January, 1976 Age- 44 Years	15 <sup>th</sup> August, 1958 Age- 62 Years	26 <sup>th</sup> January 1967 Age-53 Years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment of Board	14 <sup>th</sup> February, 2020	29 <sup>th</sup> June, 2020	13 <sup>th</sup> February, 2016	14 <sup>th</sup> November 2003
Qualifications	B. Com.	Under Graduate	07 <sup>th</sup> passed	Intermediate
Expertise in specific functional area	Mr. Bhawani Shankar Goyal aged 39 years having vast experience of more than 16 years in the area of Accounts and Business Administration.	Ms. Mamta Pachauri aged 44 years having rich Knowledge in supervising and co-ordinating the administration and Finance. She is Professional with Good experience of Management Skills and handling Team	Mr. Janak Raj Sharma aged 62 years having experience in Business Management and Marketing.	More than 20 years of Experience in Corporate field and expert in business Management and marketing
Number of share held in the Company	NIL	NIL	65000 Equity Shares	35000 Equity Shares



List of the Directorships held in Other companies*	Plucky Agrotech Private Limited Mishthi Foods And Beverages Private limited	Spirited Agro Farming Private Limited	NIL	New Choice Drinks Private Limited Opportunity Developers Private Limited
Number of Board Meetings attended during the year	2	8	8	8
Chairman/ Member in the Committees of the Boards of companies in which he is Director	NIL	NIL	NIL	NIL
Relationships between Directors inter-se	None	None	None	None
Remuneration details (Including Sitting Fees & Commission)	NIL	NIL	NIL	NIL
Terms and Condition of appointment	Same as Appointment Letter	Same as Appointment Letter	Same as Appointment Letter	Same as Appointment Letter

## ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



**OMKAR PHARMACHEM LIMITED**

CIN: L24231GJ1995PLC025276

Regd off: 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat.

25th Annual General Meeting to be held on Tuesday, the 29th day of September, 2020 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

2. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him

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 **25th Annual General Meeting** of the Company to be held on **Tuesday, the 29th day of September, 2020** 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.	Resolution	For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements.		
2	Appoint a Director in place of Mr. Parminder Sharma who retires by rotation.		
3	To appoint Bhawani Shankar Goyal as a Director of the company		
4	To appoint Bhawani Shankar Goyal as a Managing Director of the company		
5	To appoint Mamta Pachauri as Non- Executive Independent Director of the company		
<b>Special Business</b>			
6	To Re-appoint Janak Raj Sharma as Non- Executive Independent Director of the company		
7	To Alter Object Clause of Memorandum of Association of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature of Shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix  
revenue  
Stamp**NOTES:**

- This form of Proxy in order to be effective should be duly completed 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.
- 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.
- Appointing proxy does not prevent a member from attending in person if he so wishes.
- 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, Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat.

CIN: L24231GJ1995PLC025276

website: www.omkarpharmachem.co.in Email id: invetors.opl@gmail.com, Ph. 079-26580892

**ATTENDANCE SLIP**

25th Annual General Meeting- 29th September, 2020

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

DP Id*	Client Id*
Folio No.:	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 **25th ANNUAL GENERAL MEETING** of the company held on **Tuesday, the 29th day of September, 2020** at **11: 30 am** at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat.**

Signature of Shareholder/Proxy present

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