



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: 14th January, 2016

To,

Corporate Services Department BSE LIMITED P.J. Towers, 1 st Floor, Dalal Street, Mumbai – 400001. BSE Code: 533317	Corporate Services Department NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. NSE Symbol: OMKARCHEM
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Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance

We are enclosing herewith, Compliance Report on Corporate Governance for the Quarter ended December 31, 2015, pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the format prescribed in SEBI Circular No. – CIR/CFD/CMD/5/2015 dated 24.09.2015.

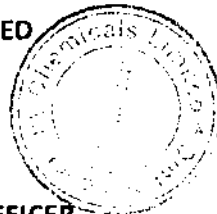
Please accept the same and acknowledge the receipt.

Thanking you,

Yours truly,

For **OMKAR SPECIALITY CHEMICALS LIMITED**

SUNNY PAGARE
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A27431



Unit - I, W-92 (A), M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2698840, Fax : +91 (0251) 2691662

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

Unit - III, B-34, M.I.D.C., Badlapur (East), Thane - 421 503, Maharashtra, India. Tel. : +91 (0251) 2697340, 2690651, Fax : +91 (0251) 2697347, 2691572

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

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

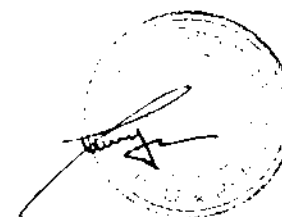
Unit - VI, B - 15 & B - 16, Lote Parshuram Industrial Area, Taluka Khed, Dist. Ratnagiri, Pin - 415 722, Maharashtra, India. Tel. : 02356-272004 / 272003

OMKAR SPECIALITY CHEMICALS LIMITED

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

For the Quarter ended on 31ST DECEMBER, 2015

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive /Non-Executive /Independent /Nominee) ⁸	Date of Appointment in the current term /cessation	Tenure*	Number of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Pravin Shivdas Herlekar	PAN: AAAPH2923H DIN: 00525610	Chairman & Managing Director	1-Apr-2015	N.A.	1	0	0
Mrs.	Anjali Pravin Herlekar	PAN: ABRPH4639N DIN: 00527420	Non-Executive – Non-Independent Director	9-Aug-2014	N.A.	1	0	0



Mr.	Omkar Pravin Herlekar	PAN: ACCPH0802P DIN: 01587154	Whole Time Director	1-Apr-2015	N.A.	1	1 (Stakeholder Committee)	0
Mr.	Rishikesh Pravin Herlekar	PAN: AEHPH1905G DIN: 05240009	Executive Director	17-Jul-2015	N.A.	1	0	0
Prof. (Dr.)	Suhas Maruti Rane	PAN: ADGPR9645F DIN: 03126514	Non – Executive – Independent Director	9-Aug-2014	1.4 years approx	1	1 (Audit Committee) 1 (Stakeholder Committee)	0
Dr.	Vikas Narendra Telvekar	PAN: ADOPT3915C DIN: 03123785	Non – Executive – Independent Director	9-Aug-2014	1.4 years approx	1	0	0
Mr.	Subhash Pandurang Mali	PAN: AAGPM7294N DIN: 00034769	Non – Executive – Independent Director	9-Aug-2014	1.4 years approx	1	0	0
Mr.	Sitendu Krishnakumar Sharma	PAN: AEQPS2893R DIN: 01956423	Non – Executive – Independent Director	8-May-2015	0.7 years	2	2 (Stakeholder Committees) 2 (Audit Committees)	2 (Audit Committees)
Mr.	Subhash Narayan Ghalke	PAN: ABPPG0171N DIN: 07239171	Non – Executive – Independent Director	17-Jul-2015	0.5 years	1	0	0

Mr.	Vikas Ganesh Gadre	PAN: AACPG9058J DIN: 06746818	Non – Executive – Independent Director	17-Jul-2015	0.5 years	1	1 (Audit Committee)	0
Mrs.	Sanjivani Satish Patore	PAN: AITPP5827B DIN: 07239170	Non – Executive – Independent Director	17-Jul-2015	0.5 years	1	1 (Stakeholder Committee)	1 (Stakeholder Committee)
Mr.	Laxmikant Ram Prasad Kabra	PAN: ADOPK3248F DIN: 00061346	Non-Executive – Non-Independent Director	26-Mar-2015	N.A.	3	3 (Audit Committees) 2 (Stakeholder Committees)	2 (Stakeholder Committees)
Mr.	Prakash Harishanker Rao	PAN: ABWPR5183Q DIN: 07239167	Executive Director	17-Jul-2015	N.A.	1	0	0

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category of directors means executive /non-executive /Independent /Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶
1. Audit Committee	Mr. Sitendu K. Sharma Prof. (Dr.) Suhas M. Rane Mr. Vikas G. Gadre Mr. Laxmikant R. Kabra	Chairman - Non – Executive – Independent Director Non – Executive – Independent Director Non – Executive – Independent Director Non- Executive – Non - Independent Director
2. Nomination & Remuneration Committee	Mr. Subhash N. Ghalke	Chairman - Non – Executive – Independent Director

	Prof. (Dr.) Suhas M. Rane Mr. Subhash P. Mali Dr. Vikas N. Telvekar Mr. Vikas G. Gadre	Non – Executive – Independent Director Non – Executive – Independent Director Non- Executive – Independent Director Non- Executive – Independent Director	
3. Risk Management Committee	Mr. Subhash Mali Mr. Sitendu Sharma Mr. Omkar Herlekar Mr. Rishikesh Herlekar	Chairman - Non – Executive – Independent Director Non- Executive – Independent Director Whole Time Director Executive Director	
4. Stakeholders Relationship Committee	Mrs. Sanjivani S. Patare Prof. (Dr.) Suhas M. Rane Mr. Sitendu K. Sharma Mr. Omkar P. Herlekar	Chairperson - Non – Executive – Independent Director Non- Executive – Independent Director Non- Executive – Independent Director Whole Time Director	
^{&} Category of directors means executive/ non-executive/ Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter (Quarter Ended 30 th September, 2015)	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
17 th July, 2015	23 rd October, 2015	75 days	
9 th August, 2015	12 th December, 2015		
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Quarter Ended 30 th September, 2015)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
23 rd October, 2015	Yes (All members were present.)	17 th July, 2015	98
12 th December, 2015	Yes (All members were present.)		
Nomination and Remuneration Committee			
12 th December, 2015	Yes (All members were present.)	17 th July, 2015	148

Stakeholders Relationship Committee			
23 rd October, 2015	Yes (All members were present.)	17 th July, 2015	98
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
Note	
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	

A handwritten signature is present over a circular stamp, which appears to be a company or official seal. The signature is written in dark ink and is somewhat stylized.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: First Report. This report shall be placed at the ensuing Board Meeting.

For **OMKAR SPECIALITY CHEMICALS LIMITED**


SUNNY PAGARE
COMPANY SECRETARY AND COMPLIANCE OFFICER
M. No. A27431