

**OMKAR
PHARMACHEM LIMITED**

**21st ANNUAL REPORT
2015 - 2016**

: BOARD OF DIRECTORS :

Mr. ANURAG SHARMA CHAIRMAN CUM MANAGING DIRECTOR
Mr. PARMINDER SHARMA DIRECTOR
Ms. MAMTA PACHORI INDEPENDANT DIRECTOR
Mr. JANAK RAJ INDEPENDANT DIRECTOR

: BANKERS :

ORIENTAL BANK OF COMMERCE

: AUDITOR :

RAJESH J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS, AHMEDABAD

: CHIEF FINANCIAL OFFICER :

GAURAV KATHURIA

: REGISTRAR & SHARE TRANSFER AGENTS :

ALANKIT ASSIGNMENTS LIMITED
205-208, ANARKALI COMPLEX, JHANDEWALAN EXTENTION,
NEW DELHI - 110055

: REGISTERED OFFICE :

501, MAHAKANT BUILDING, OPP. V. S. HOSPITAL, ELLISBRIDGE,
ASHRAM ROAD, AHMEDABAD - 380006.

NOTICE OF 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty First (21st) Annual General Meeting** of the Members of the Company is scheduled to be held on **Friday, the 30th day of September, 2016** at the registered office of the company at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006 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, 2016, Statement of Profit and Loss for the year ended on that date and Cash Flow 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 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 the company hereby ratifies the appointment of M/s Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration Number 108407W) as a auditors of the company to hold the office from the conclusion of the 21st AGM of the Company till the conclusion of the 22nd AGM of the Company to be held in the year 2017, at such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company.”

SPECIAL BUSINESS:**4. Confirmation of Mr. Janak Raj as an Independent Director**

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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (the “Act”) and Articles of Association of the Company, Mr. Janak Raj (DIN: 07420418), who was appointed by the Board of Directors of the Company as an Additional cum Independent Director of the Company w.e.f 13th February, 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as a Director of the Company and be also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years w.e.f. 13th February, 2016.”

5. Re-Appointment of Mr. Anurag Sharma as Executive Director and Managing Director of the Company

To consider and if thought fit, to pass the following resolution as an **ordinary resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of managerial personnel) Rules 2014 made there under (including any statutory notification(s) or re-enactment thereof for the time being in force), and Schedule V to the Companies Act, 2013 and Articles of Association of the company, consent of the members of the company be and is hereby accorded for the reappointment of, Mr. Anurag Sharma (DIN: 02289261) as Executive and Managing Director of the Company for a period of 5 years with effect from 29th August 2016 to 28th August, 2021 at Nil remuneration and subject to the following some important terms and conditions:

1. The appointment of the Managing Director (MD) is for a period of five years with effect from August 29, 2016.
2. He shall be entitled to receive the sitting fees, as may be decided by the management from time to time, for attending the meeting of the Board of Directors or any Committee thereof.
3. The Managing Director shall devote his whole time and attention to the business of the Company and

perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company.

4. The Company will reimburse Mr. Anurag Sharma expenses incurred by him for entertainment, travelling and other expense in connection with the business of the Company. However personal expenses shall not be billed by the Company.
5. Mr. Anurag Sharma shall be free to resign from his office by giving one calendar months' notice in writing to the Company.
6. Mr. Anurag Sharma shall be entitled to compensation for losses of office in accordance with the provisions of Section 202 of the Act, if at any time his office is determined before the expiry of his terms of office.
7. He shall not accept the position of managing Director in any other Company, without the prior consent of the company.
8. The remuneration may be increased/changed from time to time in accordance with the suggestions or decisions of Nomination and Remuneration Committee."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary e-forms as required under the Companies Act, 2013 with the Registrar of Companies and to do all such acts deeds and to take all other steps, which is incidental and/or necessary to give effect to this Resolution."

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

Date : 29th August, 2016
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 statement setting out the material facts relating to special business to be transacted at the meeting pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. **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.
3. **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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th day of September, 2016 to 30th day of September, 2016 (both days inclusive).
5. 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.
6. 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.
7. 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.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form 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.
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. 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.
13. Members who have not registered their email address, physical copies of the Notice of the 21st 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.
14. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for Financial Year 2015-2016 will also be available on the Company's website at 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 investors.opl@gmail.com.
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. Details under revised Clause 49 of the Listing Agreement with the Stock Exchanges and pursuant to Regulation 36 of the SEBI ((Listing Obligations and Discloser Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, 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 Monday the 26th day of September 2016 from 9.00 A.M and ends on Thursday the 29th day of September 2016 up to 5.00 P. M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2016, 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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 indicated in the PAN field.
	<ul style="list-style-type: none"> 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)	<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> <ul style="list-style-type: none"> 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 Corporates.
 - 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.23rd September 2016 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 Monday the 26th September 2016 from 09.00 AM and ends on Thursday the 29th September 2016 upto 5.00 PM. During this period shareholders' of the Company, holding shares, as on the cut-off date of 23rd September 2016 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 23rd September 2016.
 - (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 and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 6.30 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
CIN: L24231GJ1995PLC025276

Date : 29th August, 2016
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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Pursuant to section 161 of the Companies Act, 2013 and Article of Association of the company, Mr. Janak Raj was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 13th February, 2016. Mr. Janak Raj holds office as a director of the Company upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member proposing candidature of Mr. Janak Raj for the office of Director of the Company under the provisions of Section 160 of the Companies Act, 2013. The Company has received from Mr. Janak Raj requisite consent, intimation and a declaration in connection with his appointment as an Independent Director.

Mr. Janak Raj aged 64 years is Graduate and has rich experience in the field of Corporate Management and Advisory. Mr. Janak Raj neither holds any Directorships in any other public limited companies in India nor Membership /Chairmanship of any committees in any other Public limited companies in India. Mr. Janak Raj does not hold by himself or for any other person in any manner, any shares in the Company. Mr. Janak Raj is not related to any director of the Company.

Mr. Janak Raj is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and his consent to act as director has been received by the Company. The Company has received a declaration from Janak Raj that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 read with schedule IV of the Companies Act, 2013 and under Reg 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Janak Raj fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI regulation. Mr. Janak Raj is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Janak Raj will not be paid any remuneration.

The Board recommends the resolution in relation to appointment of Mr. Janak Raj as an Independent Director for a term of 5 (five) years from 13.02.2016 to 12.02.2021 for the approval of the shareholder of the Company.

Except Mr. Janak Raj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution set out at Item No. 4 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI ((Listing Obligations and Discloser Requirements) Regulations, 2015.

ITEM NO. 5

Mr. Anurag Sharma who was appointed as Managing Director of the Company w.e.f 30th August, 2011 and his term of office is getting completed on 29th August, 2016, and thus Nomination and Remuneration Committee of the Board of Directors has recommended and the Board of Directors has approved his appointment as Managing Director for a term of five years at their respective meetings held on 29th August, 2016 subject to approval by members in the ensuing Annual General Meeting.

Mr. Anurag Sharma is a Master in Commerce. He is not related to any directors. He has about 31 years of experience in corporate field. He is a Managing Director of the company w.e.f 30th August, 2011. He is a senior business executive having exposure in various areas of operations of company/ different business segments. He has expertise in successful implementation of many business ventures.

Mr. Anurag Sharma neither holds any Directorships in any other public limited companies in India nor Membership / Chairmanship of any committees in any other Public limited companies in India. Mr. Anurag Sharma does not hold by herself or for any other person in any manner, any shares in the Company. Mr. Anurag Sharma is not related to any director of the Company.

Copy of the draft letter for appointment of Mr. Anurag Sharma as Managing Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. Mr. Anurag Sharma will get NIL remuneration as a Managing Director or such amount as may be decided by the board from time to time.

The Board recommends the resolution in relation to appointment of Mr. Anurag Sharma as a Managing Director, for the approval by the shareholders of the Company.

Except Mr. Anurag Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution set out at Item No. 5 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI ((Listing Obligations and Discloser Requirements) Regulations, 2015.

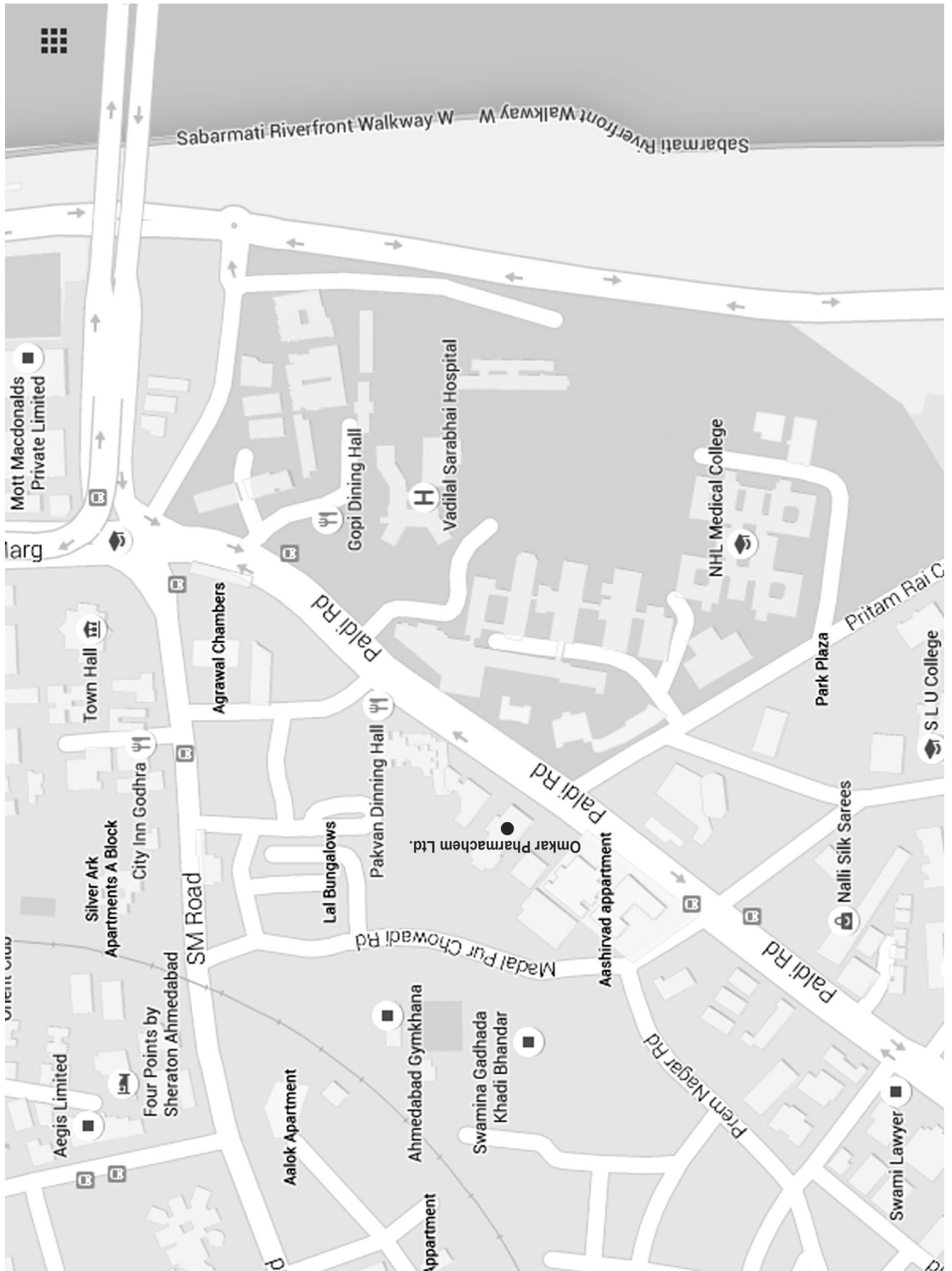
Registered Office:
501, Mahakant Building,
Opp.: V. S. Hospital, Ashram Road,
Ellisbridge, Ahmedabad 380006
CIN: L24231GJ1995PLC025276

Date : 29th August, 2016
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

ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



DIRECTORS' REPORT

To
The Members of
Omkar Pharmachem Limited

The Directors of your Company have pleasure in presenting their Twenty First Annual Report on the business and operations of the Company and Audited Accounts for the financial year ended 31st March 2016.

Financial Results**[Amount in Rs.]**

Particulars	For the year ended on 31st March,	
	2016	2015
Total income	0	0
Profit (Loss) before depreciation and taxation	(1170770)	(613186)
Depreciation	0	0
Profit (Loss) Before Taxation	(1170770)	(613186)
Provision for Taxation	0	0
Profit (loss) After Tax	(1170770)	(613186)

Dividend :

Your directors regret their inability to propose any dividend in view of the accumulated losses of the company.

Operations :

Due to current tough market situation and recession the company has decided not to proceed further for starting its commercial activities and to wait till appropriate environment is established. Constant watch is kept on market trends.

Material Changes And Commitment If Any Affecting The Financial Position Of The Company Occurred Between The End Of The Financial Year To Which This Financial Statements Relate And The Date Of The Report

No such events have occurred.

Transfer To Reserves :

The company suffered a loss of Rs. 11,70,770 which was carried forward to Reserve and surplus account.

Transfer Of Unclaimed Dividend To Investor Education And Protection Fund :

The provisions relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

Term Finance :

The Company has not obtained any term finance.

Extract of the Annual Return :

The extract of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 in specified Form No. MGT-9- annexed as Annexure A.

Change In Nature Of Business :

The Company does not change its nature of Business during the period under review.

Number of Meetings of the Board :

Total Six Board Meetings dated 30th May, 2015, 31st July, 2015, 30th August, 2015, 07th November, 2015, 13th February, 2016 and 15th March, 2016 were held during the year. The complete details of meeting and the attendance of the Directors are mentioned in Corporate Governance Report.

Directors' Responsibility Statement :

Pursuant to Section 134(5) of the Companies Act, 2013 and based on the report from your Directors the operating Management confirms that;

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair so the company at the end of the financial year and of the loss of the company for that period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Management Discussion and Analysis Report :

Management's Discussion and Analysis Report for the year under review, as stipulated under Reg 34 of SEBI (Listing Obligations & Disclosure Requirements) Reg 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report as Annexure-B

Company's Policy Relating To Directors Appointment, Payment Of Remuneration And Discharge Of Their Duties :

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub section (3) of Section 178 is annexed in Nomination and Remuneration Policy as **Annexure C**.

Disclosures on remuneration of Directors / KMP / Employees :

No remuneration was paid to the Directors. Hence, the details of the percentage increase in remuneration of each director, does not arise. There was no increment made in payment of Salaries to the employees and KMPs during the year under report. However Chief Financial Officer (CFO), Mr. Gaurav Kathuria, is appointed w.e.f. 15.3.2016 with monthly salary of Rs. 65,000/- p.m.

The number of permanent employees on the rolls of the Company is 3.

- i) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

The earnings of the Key Managerial Personnel per annum are as follows:

Mr. Anurag Sharma, MD	Rs. Nil
Mr. Amit Anand, CS	Rs. 1.20 Lakh
Mr. Gaurav Kathuria, CFO [For period from 15.3.16 to 31.3.16]	Rs. 0.33 Lakh

The company has no revenue during the year.

- ii) Your Directors affirm that the remuneration paid to the employees and to Key Managerial Personnel was as per remuneration policy of the Company and there is no Employee, who received remuneration above the limit as prescribed by Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Further There were no employees in the Company who was paid salary exceeding Rs. 1,02,00,000 per annum or Rs. 8,50,000/- per month, and thus, information under Section 197 of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be furnished.

Particulars Of Loans, Guarantees Or Investments Made Under Section 186 Of The Companies Act, 2013 :

There are no loans, guarantees or investments under section 186 by the Company during the year under report.

Particulars of Contracts Or Arrangements Made With Related Parties :

There are no contracts or arrangements with related parties referred to in sub section (1) of Section 188 during the year under report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo :

Conservation of energy :

The disclosure required in Section 134(5) of the Companies Act, 2013 is not applicable to the Company.

Technology absorption :

There is no technology absorption during the year under report

Foreign exchange earnings and Outgo :

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: NIL

Corporate Social Responsibility :

The policy on corporate social responsibility is not applicable to your Company.

The formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors are as follows :

As per Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, the Independent Directors had held their separate meeting on 15th March, 2016 to evaluate the performance etc in a manner as mentioned in clause VII of the schedule IV and the Board of Director at its meeting held on 30th May, 2016 also evaluated the performance of the Independent Directors, committees, etc. in a manner as provided in clause VIII of the Companies Act, 2013.

Code of Conduct :

The Board of Directors of the Company has adopted a code of conduct and made it applicable to the Board members and senior management of the Company.

The Board and Senior Management of the Company have affirmed compliance with the code.

Directors and Key Managerial Person (KMP) :

Mr. Surendra Singh Bindra has vacated his office of the directorship of the company due to resignation w.e.f. 13th February, 2016. The Board has placed on record its appreciation for the invaluable support and guidance received from Mr. Surendra Sing Bindra during his association with the Company.

Mr. Anurag Sharma has completed his tenure of five years as Managing Director of the Company on 29/08/2016. The Board of Directors proposed to re-appoint him, subject to approval of the Members in the ensuing Annual General Meeting, for further period of five years from 29/08/2016 to 28/08/2021. Mr. Anurag Sharma also retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Regulation 25 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015 requires to appoint a new independent director in place of an independent director who has resigned. As Mr. Surendra Sing Bindra, an independent director has resigned, an Independant Director should be appointed. Accordingly Mr. Janak Raj was appointed by the Board of Directors as an Additional cum Independent Director of the Company with effect from 13th February, 2016. Mr. Janak Raj holds office as an Additional Director of the Company up to the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with prescribed deposit from a member of the Company signifying his intention to propose the candidature of Mr. Janak Raj for the office of a Director of the Company. Detail of the proposal for appointment of Mr. Janak Raj is mentioned in the Statement under Section 102 of the Companies Act, 2013 of the Notice of the 21st Annual General Meeting.

The current Directors of the company are Mr. Anurag Sharma, Parminder Sharma, Janak Raj and Mamta Pachori.

Mr. Gaurav Kathuria is appointed as a Chief Financial Officer of the company w.e.f 15th March, 2016.

Mr. Amit Anand is the Company Secretary of the company who was also the Compliance Officer of the Company, has resigned from his position of Company Secretary on 30th May, 2016. Now Company is looking for suitable candidate for the position of CS cum Compliance officer.

All the independent directors i.e. Mr. Janak Raj and Ms. Mamta Pachori have submitted the Statement on declaration that they qualify the criteria of independence as required under sub-section (6) of section 149 of the Companies Act, 2013 and Reg 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015,.

Details of significant and material orders passed by the Regulators, Courts and Tribunals :

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future.

The details in respect of adequacy of internal financial controls with reference to the Financial Statements :

The Company has already formulated an Audit Committee which holds the Audit Committee meeting time to time to

review the financial results, internal financial controls and risk management system, auditor's independence and performance etc. The Company has also appointed Internal Auditors who perform their duty on the basis of the scope of work allotted to them time to time.

Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 :

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under the policy.

No sexual harassment complaint has been received by the Company during the year 2015-16.

Vigil mechanism / Whistle Blower Policy :

Pursuant to Section 177 of the Companies Act, 2013 the rules made thereunder and the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism for directors and employees to report genuine concerns about any instance of any irregularity, unethical practice and/or misconduct. The Details of the Vigil policy is explained in the Corporate Governance Report.

Disclosures relating to policies :

» **Risk Management Policy :**

The Company is not mandatorily required to constitute Risk Management Committee. Further our Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.

» **The CSR policy is not applicable to the Company.**

Share Capital :

During the year there is no change in the share capital of the company. Further the Company has not issued shares with differential voting rights, neither granted stock options nor sweat equity. As on 31st March, 2016, none of the Directors (except Mr. Parminder Sharma who holds 35000 share) of the Company hold shares or convertible instruments of the Company.

Share Registrar & Transfer Agent :

Alankit Assignments Limited ("Aal"), a SEBI registered Registrar & Transfer Agent ("RTA") has been appointed as the Company's RTA. The contact detail of Aal is mentioned in the Report on Corporate Governance.

Fixed Deposit :

Your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and no deposits are subsisting as on date.

Auditors :

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. Rajesh J. Shah & Associates, Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company from the conclusion of the 19th Annual General Meeting (AGM) of the Company held in the year 2014 till the conclusion of 24th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. Accordingly, a Resolution seeking Members ratification for their appointment is included at item no. 3 of the Notice convening the Annual General Meeting.

Secretarial Auditor :

In terms of section 204 of the Companies Act, 2013, the Board at its meeting held on 6th June, 2016 has appointed Shri Maulik Anilkumar Bhavsar, practicing Company Secretary, Ahmedabad as Secretarial Auditor of the company, for conducting Secretarial Audit of the company. The Secretarial Audit Report for the Financial Year ended 31st March, 2016 is annexed herewith and marked as "Annexure – D".

Internal Auditor :

M/s. V. R. Gopani & Co., Chartered Accountants, was appointed as an Internal Auditor of the company in the board meeting dated 31st March, 2015.

Explanation Or Comments On Qualifications, Reservations Or Adverse Remarks Or Disclaimers Made By The Auditors :

There is no Explanation Or Comments On Qualifications, Reservations Or Adverse Remarks Or Disclaimers Made By The Auditors:

Details of Holding/Subsidiary/ Associate Companies/Joint Venture :

Your Company does not have any Holding/Subsidiary/ Associate Companies or Joint Venture.

Corporate Governance Report :

Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, a section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance is set out in the Annexure E forming part of this Annual Report.

Certificate by Managing Director and Chief Financial Officer :

A compliance certificate by Managing Director and Chief Financial Officer as required by Regulation 17(8) of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015 is attached with report as Annexure-F.

Acknowledgement :

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on behalf of the Board of Directors
For Omkar Pharmachem Limited**

Registered Office:

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

(Anurag Sharma)
Managing Director
DIN-02289261
Address-
A-727, Sarita Vihar,
New Delhi-110076

(Parminder Sharma)
Director
DIN- 00176300
Address-
B-31/H.No.1743,
Sector 32A, Urban
State CHD Road,
Ludhiana, 141001
Punjab

Date : 29th August, 2016

Place : Ahemadabad

ANNEXURE – A

Extract of Annual Return in Form No. MGT 9 as on the financial year ended 31.03.2016

I. Registration and Other Details :

i)	CIN	L24231GJ1995PLC025276
ii)	Registration Date	31/03/1995
iii)	Name of the Company	Omkar Pharmachem Limited
iv)	Category / Sub-Category of the Company	Public Company / Limited by Shares
v)	Address of the Registered office and contact details	501, Mahakant Building, Opp.:V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad-380006. Website: www.omkarpharmachem.co.in Email : invetors.opl@gmail.com
vi)	Whether listed company - Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any :	Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Tel: (011) 42541234, Fax: (011) 23552001; E-mail : info@alankit.com

II. Principal Business Activities of the Company :

All the business activities contributing 10 % or more of the total turnover of the company are as follows :-
No activities carried out during the year

III. Particulars of Holding, Subsidiary and Associate Companies :

There is no Holding, Subsidiary or Associate Company.

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity) :

i) Category-wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2015				No. of Shares held at the end of the year 31st March, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
1) Indian									
a) Individual/HUF		2600	2600	0.026		2600	2600	0.026	
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other									
Sub-total (A) (1) :		2600	2600	0.026		2600	2600	0.026	
2) Foreign									
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									

i) Category-wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2) :									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)		2600	2600	0.03		2600	2600	0.03	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	150000		150000	1.49	150000		150000	1.487	
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1) :	150000		150000	1.49	150000		150000	1.487	
2. Non-Institutions									
a) Bodies Corp.		6100	6100	0.06		6100	6100	0.060	
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3000	796500	799500	7.928	4900	794600	799500	7.928	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3964100	5162500	9126600	90.499	3964100	5162500	9126600	90.499	
c) Others (specify)									
Sub-total (B)(2) :	3967100	5965100	9932200	98.487	3969000	5963200	9932200	98.487	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4117100	5965100	10082200	99.974	4117100	5963200	10082200	99.9774	
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4117100	5967700	10084800	100	4117100	5965800	10084800	100	

ii) Shareholding of Promoter :

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total of the company	% of Shares Pledged/encumbered to total shares	
1.	Kaushikbhai M. Vora	100	0.001	0	100	0.001	0	
2	Kaushikbhai M. Vora HUF	100	0.001	0	100	0.001	0	
3	Dipakkumar M. Vora	100	0.001	0	100	0.001	0	
4	Vaishali Kaushikbhai	100	0.001	0	100	0.001	0	
5	Ashok M. Vora	100	0.001	0	100	0.001	0	
6	Ashok. M. Vora HUF	100	0.001	0	100	0.001	0	
7	Pankajbhai M. Vora	100	0.001	0	100	0.001	0	
8	Shah Kaushik Ratilal	900	0.009	0	900	0.009	0	
9	Shah Nayana Kaushik	500	0.005	0	500	0.005	0	
10	Shah Kirtikumar L.	100	0.001	0	100	0.001	0	
11	Shah Ajit L.	100	0.001	0	100	0.001	0	
12	Shah Jayshree Ajit	100	0.001	0	100	0.001	0	
13	Nirmalaben Ashokbhai	100	0.001	0	100	0.001	0	
14	Shah Nayana Kaushik	100	0.001	0	100	0.001	0	
	Total	2600	0.026	0	2600	0.026	0	

ii) Change in Promoters' Shareholding :

There is no change in Promoter's Shareholding during the year 2015-2016.

iii) Shareholding Pattern of top ten Shareholders(other than Directors, Promoters and Holders of GDRs and ADRs) :

S. N.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Bhan Singh	375000	3.72	375000	3.72
2	Resam Singh	250000	2.48	250000	2.48
3	Bhag Singh	250000	2.48	250000	2.48
4	Dinesh Saxena	200000	1.98	200000	1.98
5	Manojkumar singh	177500	1.76	177500	1.76
6	Radheshyam Yadav	175000	1.74	175000	1.74
7	Jitender Singh	175000	1.74	175000	1.74
8	Shelendra Yadav	165000	1.64	165000	1.64
9	Raghuveer Singh	164600	1.63	164600	1.63
10	Rupesh Chauhan	160000	1.59	160000	1.59
11	Chandrapal Yadav	160000	1.59	160000	1.59

(v) Shareholding of Directors and Key Managerial Personnel :

None except Mr. Parmindar Sharma who holds 35000 shares of the Company.

V. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment : (in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	–	130000	–	130000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	–	130000	–	130000
Change in Indebtedness during the financial year				
» Addition	–	–	–	–
» Reduction	–	130000	–	130000
Net Change	–	(130000)	–	(130000)
Indebtedness at the end of the financial year				
i. Principal Amount	–	0	–	0
ii. Interest due but not paid	–	–	–	–
iii. Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	0	–	0

VI. Remuneration of Directors and Key Managerial Personnel :

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager Nil
 B. Remuneration to other directors Nil
 C. Remuneration to key managerial personnel other than MD/Manager/WTD

S. N.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (In Rs.)
		CEO	Company Secretary (Amit Anand)	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	Not applicable	120000	33177	153177
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		–		–
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		–		–
2	Stock Option		–		–
3	Sweat Equity		–		–
4	Commission				
	- as % of profit		–		–
	- others, specify		–		–
5	Others, please specify		–		–
	Total		120000	33177	153177

VII. Penalties / Punishment / Compounding of Offences :

There was no such penalty / Punishment / Compounding of offences during the year under report.

Registered Office:

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

For and on behalf of the Board of Directors
 For Omkar Pharmachem Limited

(Anurag Sharma)
 Managing Director
 DIN-02289261
 Address-
 A-727, Sarita Vihar,
 New Delhi-110076

(Parminder Sharma)
 Director
 DIN- 00176300
 Address-
 B-31/H.No.1743,
 Sector 32A, Urban
 State CHD Road,
 Ludhiana, 141001
 Punjab

Date : 29th August, 2016
 Place : Ahmedabad

ANNEXURE – B**MANAGEMENT DISCUSSION AND ANALYSIS :**

The Company has not done any commercial activity during the year. The Board regularly reviews the market situation and opportunities to restart commercial activities. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

Industry structure and development :

India's Pharmaceutical Industry: An overview -Size of India's pharmaceutical sales were an estimated \$20 billion in 2014 and the forecast indicates an average growth of 10.3 percent annually in 2014-18 (in nominal local-currency terms) to reach \$33.8 billion. This growth will be driven by increasing personal incomes and the escalation of chronic diseases. India's pharmaceutical market is dominated by generic drugs, which account for around 75 percent of the market by volume. Supplied mainly by domestic companies, generics have helped to keep pharmaceutical prices low and the market is expected to continue expanding rapidly. Still, India's growing middle class is increasing demand for more advanced and costly medicines. Although domestic pharmaceutical companies were established primarily to supply the local market, they have taken advantage of their low labor and research costs to export generic drugs to developed countries, notably the U.S, its largest export market. India is also a major supplier to other emerging markets and has become the biggest supplier to UN health care programs. Domestic and international pharmaceutical companies operating in India face issues ranging from the new Drug Price Control Order (DPCO), which prescribes a ceiling on the prices of several essential medicines, to drug and clinical trial quality, patent issues, and the misclassification of medical devices.

Overall Review, Opportunities and challenges :

During the year the company has not done any manufacturing or other business activity. Due to current tough market situation, the company has decided not to proceed further for starting commercial activity and to wait till appropriate environment is established.

Outlook :

The Indian Economy is expected to register GDP growth rates of 7% to 10% per annum over the next several years. It is also expected that the economy of the world as overall will also come out of the recession. The Company is likely to benefit substantially from this economic growth by way of starting its activities.

Adequacy of Internal Controls :

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and that transaction are authorized, recorded and reported correctly. The internal control system is designed to ensure that the financial and other records are reliable, for preparing financial statements and other data, and for maintaining accountability of assets.

Segment wise Reporting :

As there is no segments nor has different products, requirement of presentation of segment wise performance is not applicable to the company.

Human Resource Development :

The company intends to give required training to its personnel to have personnel development of the employees contributing to the growth and development of the company, as and when required.

ANNEXURE – C**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, as amended from time to time. It has been formulated for nomination and remuneration of Directors, Key Managerial Personnel and other employees.

Objective :

The objective of the policy is to ensure:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
- the remuneration shall be equal to the performance of the Company and

Remuneration to Directors, Key Managerial Personnel and other employees involves a balance between fixed and incentive pay reflecting the performance of the Company and its goals.

Appointment and Removal of Director, Key Managerial Personnel and Senior Management :

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise of a person is sufficient / satisfactory for the position.

The Nomination and Remuneration Committee comprises of the following :

- a) The Committee shall consist of a minimum 3 or more non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee and Nomination and Remuneration policy shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

Term / Tenure :**a) Managing Director/Whole-time Director/Manager**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director, Executive Director or Manager pursuant to the provision of Companies Act, 2013.

b) Independent Director

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Operations, Engineering or other disciplines related to the Company's business.

An Independent Director shall hold Office for a term up to Five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold Office for more than Two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of Three years of ceasing to become an Independent Director. Provided, that an Independent Director shall not, during the said period of Three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly and shall comply the provision of Section 149 read with Schedule IV of the Companies Act, 2013 and rules made there under.

Evaluation :

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

Removal :

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the appointment letter of the Co's rules and regulations and the policy of the Company.

Retirement :

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy for Remuneration to Directors/Kmp/ Other Employee :**A. Non-Executive Directors (Neds) / Independent Directors**

The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The company has no stock options plans and no payment by way of commission, bonus, pension, incentives etc. shall be paid.

B. Managing Director, Manager, Key Managerial Personnel & Other Employees

The objective of the policy is directed towards having a compensation policy and structure that will reward and retain talent.

The Remuneration to Managing Director / Manager shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The Company has no stock options, plans and hence, such instruments do not form part of his remuneration package.

The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.

C. Statutory Requirements

- Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.
- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors including managing director and whole time director and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 as prescribed under the Act.
- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.
- The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

ANNEXURE D**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
OMKAR PHARMACHEM LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by OMKAR PHARMACHEM LIMITED (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the OMKAR PHARMACHEM LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - (d) The Securities and exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange limited;

During the period under review and as per the explanations and clarifications given to me and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision were carried through unanimous votes only.

I further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date : 29.08.2016

Place : Ahmedabad

Sd/-
Maulik Bhavsar
For Maulik Bhavsar & Associates
Practicing Company Secretar
Mem. No. 31198, CP No. 11591

This Report is to be read with our letter which is annexed as Annexure 1 and forms an integral part of this report.

Annexure 1

The report is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date : 29.08.2016

Place : Ahmedabad

Sd/-
Maulik Bhavsar
For Maulik Bhavsar & Associates
Practicing Company Secretary
Mem. No. 31198, CP No. 1159

ANNEXURE E
REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE DISCLOSURE :

In compliance with the Regulations SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, the company submits the report on the matters mentioned in the said clause and practice as followed by the company.

1. Company's Philosophy on Code of Governance :

Company's Philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all interactions with its stakeholders, including the shareholders, employees, the government and lenders. The Company is committed to achieving the highest international standards of corporate governance. The Company believes that all its operations and action must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. Board of Directors :

The Board of Directors as on 31st March, 2016 comprised 4 Directors of which 1 executive director and 3 non-executive directors in which 2 directors are independent directors. During the year ended on 31st March, 2016, the board met 6 times (as against the minimum requirement of 4 meetings) during the year. The maximum time gap between any meetings was not more than one hundred twenty days. During the year Mr. Janak Raj appointed as an Additional cum Independent Director on the board in place of Mr. S.S. Bindra , who tendered his resignation w.e.f 13th February, 2016. Further there is no relationship between the directors of the company.

The following tables give details of directors, their attendance at the board meetings and at the last annual general meeting, number of other directorship held by directors in the board/committees of various companies.

Name	Category of membership	Other directorships and Chairmanships Committee member		
		Other Directorship	Committee Membership	Committee Chairmanship
Anurag Sharma	Chairman, Executive, Managing Director	-	-	-
S. S. Bindra	Non-Executive, Independent Director	-	-	-
Parminder Sharma	Non-Executive Director	-	-	-
Mamta Pachori	Non-Executive, Independent Director	-	-	-
Janak Raj	Non-Executive, Independent Director	-	-	-

Name	Board Meetings						Last AGM
	30.5.2015	31.7.2015	30.8.2015	7.11.2015	13.2.2016	15.3.2016	30.9.2015
Anurag Sharma	Yes	Yes	Yes	Yes	Yes	Yes	Yes
S. S. Bindra	Yes	Yes	Yes	Yes	Yes	NA	Yes
Parminder Sharma	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mamta Pachori	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Janak Raj	NA	NA	NA	NA	NA	Yes	NA

None of the directors is paid any salary, fee, remuneration, perquisites etc.

3. Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non Independent Directors and members of management, was held on 15th March, 2016, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;

- Reviewed the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Further All Independent Directors of the Company attended the Meeting of Independent Directors. Ms. Mamta Pachori chaired the Meeting.

4. Code of Conduct :

The board of Directors has laid down a code of conduct for all Board members and senior management of the company. All the Directors and senior management personnel have affirmed compliance with the code of conduct as approved and adopted by the Board of Directors and a declaration to this effect has been annexed to the Corporate Governance Report.

5. Audit Committee :

The Company has an Audit Committee and the terms of reference are in conformity with the powers as stipulated under earlier Clause 49 of the listing Agreement with Stock Exchanges and now as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference also fully conform to the requirements of Section 177 of the Companies Act, 2013.

The roles of the Audit Committee of the Company include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgement by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report, if any.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors of any significant findings and follow up thereon.
9. Investigating into any matter in relation to the items specified in the terms of reference and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

11. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. Approval of appointment of CFO (i.e, Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee. The Auditors and the Key Managerial Personnel have a right to be heard in the meetings of the Audit Committee when it considers the Auditor's Report.

The Audit Committee is also empowered, pursuant to its terms of reference, to :

- a) Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- b) Obtain professional advice from external sources to carry on any investigation and have full access to information contained in the records of the Company.
- c) Discuss any related issues with the internal and statutory auditors and the management of the Company.
- d) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- e) Approve subsequent modification of transactions of the Company with related parties.
- f) Scrutinize the inter-corporate loans and investments and evaluate internal financial controls and risk management systems.
- g) Oversee the vigil mechanism/whistle blower policy of the Company.
- h) Valuation of undertakings or assets of the Company, wherever it is necessary. The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:
 - Management discussion and analysis of financial condition and results of operations.
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management.
 - Management letters/letters of internal control weaknesses issued by the statutory auditors.
 - Internal Audit Reports relating to internal control weaknesses, and
 - The appointment, removal and terms of remuneration of the chief internal auditor.

Whenever applicable, monitoring end use of funds raised through public issues, right issues, preferential issues by major category (capital expenditure, sales and marketing, working capital etc.), shall form a part of the quarterly declaration of financial results.

No person has been denied access to the Committee.

The Audit committee constituted by the Directors consist of 2 (Two) independent directors and one non-executive director, namely, Mr. Janak Raj, Ms. Mamta Pachori and Mr. Parminder Sharma. Ms. Mamta Pachouri is the chairman of the audit committee. The company secretary acts as secretary to the audit committee. Mr. S.S. Bindra was member of the committee but he vacated his office w.e.f. 13/02/2016 due to personal reason. Mr. Janak Raj became member of the committee w.e.f. 13th February, 2016.

Five audit committee meetings were held during the year under review on 30th May,2015, 31st July, 2015; 30th August, 2015; 07th November, 2015, and 13th February, 2016

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	5	5
Parminder Sharma	5	5
Mamta Pachori	5	5
Janak Raj	0	0

6. Nomination and Remuneration Committee

The Company has a Nomination and Remuneration Committee and the terms of reference of the Nomination and Remuneration Committee are in conformity with the role as stipulated in earlier Clause 49(IV) of the revised Listing Agreement with Stock Exchanges and now under part D of Schedule II & Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference also fully conform to the requirements of Section 178 of the Companies Act, 2013.

The role of the Committee inter alia includes the following:

- Identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments/removals where necessary.
- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees.
- Evaluate the performance of Independent Directors and of the Board.
- Devise a policy on Board diversity.

In accordance with the recommendation of the Committee, the Company has since formulated a Remuneration Policy for directors, key managerial personnel and other employees of the Company. The Committee is responsible for recommending the fixation and periodic revision of remuneration of the managing Director. The Committee also decides on payment of commission to non-executive Directors and other senior managerial personnel. The performance evaluation criteria for non-executive including independent directors laid down by Committee and taken on record by the Board includes

- a. Attendance and participation in the Meetings.
- b. Preparedness for the Meetings.
- c. Understanding of the Company and the external environment in which it operates and contributes to strategic direction.
- d. Raising of valid concerns to the Board and constructive contribution to issues and active participation at meetings.
- e. Engaging with and challenging the management team without being confrontational or obstructionist.

The Nomination and Remuneration Committee comprises Directors consist of 2 (Two) independent directors and one non-executive director, namely, Mr. Janak Raj. Ms. Mamta Pachori and Mr. Parminder Sharma. Ms. Mamta Pachori is the chairperson of the Nomination and Remuneration committee. The company secretary acts as secretary to the committee. Mr. S.S Bindra was member of the committee but he vacated his office w.e.f. 13/02/2016 due to personal reason. Mr. Janak Raj became member of the committee w.e.f. 13th February, 2016.

Three Nomination and Remuneration Committee meetings were held during the year under review on 30th August, 2015, 13th February, 2016 and 15th March, 2016.

Names of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	1	1
Parminder Sharma	3	3
Mamta Pachori	3	3
Janak Raj	2	2

No remuneration was paid to Shri Anurag Sharma, Managing Director. The other non-executive directors do not draw any remuneration from the company. Remuneration paid to key Managerial Personnel is shown in Annexure: A.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE :**1. Terms of Reference :**

The Company has a Stakeholders Relationship Committee and the terms of reference of the Stakeholders Relationship Committee are in conformity with the role as stipulated in Section 178 of the Companies Act, 2013. The Stakeholders Relationship Committee specifically looks into redressal of grievances of shareholders and other security holders such as transfer of shares, issue of share certificates, non-receipt of Annual Report and non-receipt of declared dividends performance of the registrar and transfer Agents and recommends measures for overall improvement of the quality of investor services.

2. Composition :

The Committee comprises of Mr. Janak Raj and Parminder Sharma. The company secretary acts as secretary to the committee. Mr. S.S Bindra was member and chairman of the committee but he vacated his office w.e.f. 13/02/2016 due to personal reason. Janak Raj became member and chairman of the committee w.e.f. 13th February, 2016. During the year under review no requests/complaints were received from investors. Two Shareholders' Grievance committee meetings were held during the year under review on 30th August, 2015 and 13th February, 2016. At the end of the financial year 2015-16 no complaints were pending.

Detail relating to attendance to Shareholders' Grievance Committee meetings is as follows:

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	2	2
Janak Raj	1	1
Parminder Sharma	2	2

7. General Body meetings :

(i) The last three Annual General meetings of the company were held as under :

Year ended on 31 st March	Location	Date	Time	No. of Special Resolutions Passed
2013 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	30/09/2013	11:00 a.m.	0
2014 AGM	Same as above	30/09/2014	11:00 a.m.	0
2015 AGM	Same as above	30/09/2015	11:00 a.m.	0

Note : No Postal ballots were used/ invited for voting at these meetings.

(ii) **Postal Ballot :** Resolution passed through Postal Ballot on 26th August, 2013 for sell, lease or otherwise dispose of the Company's fixed asset land.

8. Disclosures :

(a) Disclosures on materially significant related party transaction of the company i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large. There was no transaction with any of the related parties.

(b) During the financial year under review, Company has received a notice imposing penalties from Bombay Stock Exchange (BSE) w.r.t non-compliances done by the company such as submission of certain documents after the due date. The company has taken note of the same and under process of cross checking the veracities of such defaults.

However, the Company has taken due care to comply with the Exchange's Regulations so as to ensure that, such non-compliances, if any, should not be repeated in future and in process to pay/settle the amount of penalties imposed on Company.

(c) The Board of Directors has adopted Whistle Blower Policy to enable Stakeholders (including Directors and Employees) to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics and also provide for direct access to the chairman of Audit Committee in exceptional cases. The policy provide adequate safeguard against victimization of Director(s)/employee(s). The Protected Disclosures, if any reported under this policy would be appropriately and expeditiously investigated by Ms. Mamta Pachori, Independent Director, being Chairman of the Audit Committee without interference from any Board Members. Your company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy/ Vigil Policy has been disclosed on the company's website <http://www.omkarpharmachem.co.in>

(d) The Company is complying with all the mandatory and non mandatory requirements of the Listing Regulations relating to Corporate Governance. And as per SEBI new listing regulations states that the non mandatory

requirements may be implemented as per the discretion of the Company. Details of compliance of non-mandatory requirements are listed below:

Shareholders Rights :- Details of the shareholders' rights in this regard are given in the section 'General Shareholder information'.

Audit qualifications :- During the current financial year, there are no audit qualifications in the financial statements of the Company. The Company continues to adopt appropriate best practices in order to ensure unqualified financial statements.

9. Means of Communication :

- (a) The company has published its quarterly results in English in the Chankya Ni Pothi, Ahmedabad (English) and in Gujarati in The News Line, Ahmedabad up to May, 2015 and in English in the Business Standard, Ahmedabad (English) and in Gujarati in Jay Hind, Ahmedabad then after.
- (b) Management Discussion and Analysis forms part of the annual report which is posted to the shareholders of the company

10. General Shareholder Information :

Company Registration Details :

The company is registered in the state of Gujarat. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24231GJ1995PLC025276.

Annual General Meeting :

Date and Time : 30th September, 2016 at 11.00 a.m.
 Venue : 501, Mahakant Building, Opp. V. S. Hospital,
 Ashram Road, Ellisbridge, Ahmedabad-380006.

Financial Year of the Company :

The financial year of the Company is from April 1 to March 31, each year.

Book Closure date :

The register of Members and Share Transfer Books shall remain closed from Saturday, the 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive).

Dividend payment : No dividend

Listing of Equity Shares : Ahmedabad Stock Exchange Limited (ASE);
 Bombay Stock Exchange Limited (BSE)

The company has paid annual listing fee to The Bombay Stock Exchange for the financial Year 2016-17.

Stock Market Data :

Ahmedabad Stock Exchange	: Stock Code - 42227
The Stock Exchange, Mumbai	: Stock Code- 532167
Demat ISIN Numbers	: INE501C01015
Stock Market Data	: Hardly any trading of the shares took place during the period under Review.

Market price data high and low each month in the last financial year :

Shares of the Company are not generally much traded in the market during the year.

Registrar and Transfer Agents :

[For both physical & demat segment]

Alankit Assignments Limited,
 205-208, Anarkali Complex,
 Jhandewalan Extension, New Delhi-110055.
 Ph. No. 91-11-42541234 Fax No. 91-11-23552001
 E-mail : info@alankit.com

Share Transfer System :

Documents for transfer of shares in physical form can be lodged with Alankit Assignments Limited, at its registered address. The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects.

Compliance Officer : Mr. Anurag Sharma, Managing Director is the Compliance officer of the Company (Due to the resignation of Company Secretary).

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

Investor Correspondence :

- (a) For transfer/dematerialization of shares and other query relating to shares Alankit Assignments Limited,
205-208, Anarkali Complex,
Jhandewalan Extension, New Delhi - 110055.
- (b) Any other query on Annual Report 501, Mahakant Building,
Opp. V. S. Hospital,
Ashram Road, Ellisbridge,
Ahmedabad – 380006.

Distribution of Shareholding as on 31st March, 2016 :

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage (A+B+C)
(A)	Shareholding of Promoters and Promoter Group			
	(1) Indian	14	2600	0.026
	(2) Foreign	0	0	0.00
	Total Shareholding of Promoters and Promoter Group (A)	14	2600	0.026
(B)	Public Shareholding			
	(1) Institutional	1	150000	1.487
	(2) Non-institutional	3500	9932200	98.487
	Total Public Shareholding (B)	3501	10082200	99.974
(C)	Shares held by custodian against which Depository Receipts have been issued (C)	0	0	0.00
	Total (A + B +C)	3515	10084800	100.00

Shareholding Pattern by size as on 31st March, 2016 :

Sr. No.	Category Shares	Holders	Shares	% of Total Shares
1	1 – 100	2652	265200	2.63
2	101 – 500	472	143700	1.425
3	501 – 1000	156	148400	1.472
4	1001 – 5000	97	234800	2.328
5	5001 – 10000	2	16100	0.16
6	10001 – 20000	16	310500	3.079
7	20001 – 30000	30	820000	8.131
8	30001 – 40000	18	635000	6.297
9	40001 – 50000	6	295000	2.925
10	50001 – 100000	36	2372500	23.526
11	100001 – 500000	30	4843600	48.029
	Total	3515	10084800	100.00

Status of Dematerialization of Share as of 31st March, 2016 :

The percentage of shareholding in dematerialized form is as follows :

In 2015-16 - 40.84 % In 2014-15 - 40.84 % In 2013-14 - 40.84 %

Investor correspondence address :

Omkar Pharmachem Limited

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

**For and on behalf of the Board of Directors
For Omkar Pharmachem Limited**

Registered Office:

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

(Anurag Sharma)
Managing Director
DIN-02289261
Address-
A-727, Sarita Vihar,
New Delhi-110076

(Parminder Sharma)
Director
DIN- 00176300
Address-
B-31/H.No.1743,
Sector 32A, Urban
State CHD Road,
Ludhiana, 141001
Punjab

Date : 29th August, 2016

Place : Ahmedabad

ANNEXURE F
CEO / CFO CERTIFICATION

To the Board of Directors
OMKAR PHARMACHEM LIMITED

We, Anurag Sharma, Managing Director and Gaurav Kathuria, Chief Financial Officer of Omkar Pharmachem Limited to the best of our knowledge and belief certify that;

- a) We have reviewed financial statements and the Cash flow Statement of the Company for the year 2015–16 and to the best of our knowledge and belief that:
- i) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - ii) these financial statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee :
- i) significant changes in internal control over financial reporting during the year.
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
 - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
- e) We affirm that we have not denied any personnel access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- f) We further declare that all Board members and senior management personnel have affirmed compliance with the code of conduct of the Company for the year ended March 31, 2016.

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

GAURAV KATHURIA,
Chief Financial Officer
PAN: BGXPK3547A
Address :S-59,Gali No- 2, Block S
South Anarkalikrishna Nagar Delhi 110051

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members,
Omkar Pharmachem Limited

We have examined the compliance of conditions of Corporate Governance by Omkar Pharmachem Limited for the year ended on 31st March, 2016 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges in India and as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the rest of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

Place : Ahmedabad
Date : 29th August, 2016

(Rajesh J. Shah)
Partner
Mem. No. 040268

INDEPENDENT AUDITOR'S REPORT**To the Members of Omkar Pharmachem Limited****Report on the Financial Statements :**

We have audited the accompanying financial statements of Omkar Pharmachem Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

The Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the generally accepted accounting principles in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements :

As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e) on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B;
- g) in our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. the Company does not have any pending litigations which would impact its financial position.
 - ii. the Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. there has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner
Mem. No. 040268

Place : Ahmedabad
Date : 30th May, 2016

ANNEXURE - A

The Annexure referred to in Independent Auditors' Report to the members of Omkar Pharmachem Limited on the financial statements for the year ended March 31, 2016, we report that:

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanation given to us no material discrepancies were noticed on such physical verification.
 - c) The title deeds of immoveable properties are held in the name of the company.
 - ii. There was no inventory during the period.
 - iii. As explained to us, the company had not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Act.
 - iv. According to the Information and explanation given to us, no loans, investments, guarantees, and security have been given to directors by the company. Hence, the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable on the company.
 - v. The Company has not accepted any deposits from public during the period, within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Moreover, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other court or tribunal.
 - vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
 - vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company has generally been regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities in India.

According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and cess were in arrears, as at 31st March, 2016 for a period of more than six months from the date they become payable.
 - (b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and cess which have not been deposited on account of any dispute.
 - viii. According to information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or debenture holders during the year. Accordingly paragraph 3 (viii) of the Order is not applicable.
 - ix. In our opinion, and according to the information and explanations given to us, the company has not raised moneys by way of public offer (including debt instrument) and term loans during the period.
 - x. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, and according to information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
 - xi. No managerial remuneration has been paid or provided.
 - xii. The company is not a Nidhi Company hence this clause is not applicable.
 - xiii. There are no related party transactions during the period.
-

- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of section 192 of Companies Act, 2013 are not applicable to the company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner
Mem. No. 040268

Place : Ahmedabad
Date : 30th May, 2016

ANNEXURE - B

Report on the Internal Financial Controls under Clause (i) of sub section (3) of section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Omkar Pharmachem Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion :

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner
Mem. No. 040268

Place : Ahmedabad
Date : 30th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amt. in Rs.)

PARTICULARS	NOTES	AS ON 31ST MARCH, 2016	AS ON 31ST MARCH, 2015
A. EQUITY AND LIABILITIES :			
1) SHAREHOLDERS' FUNDS :			
a) Share Capital	1	100836750	100836750
b) Reserves and Surplus	2	-9270574	-8099804
c) Money received against share warrants		0	0
		91566176	92736946
2) SHARE APPLICATION MONEY PENDING ALLOTMENT :			
		0	0
3) NON-CURRENT LIABILITIES :			
a) Long Term Borrowings	3	0	130000
b) Deferred Tax Liability (Net)		0	0
c) Other Long-term Liabilities		0	0
d) Long-term Provisions		0	0
		0	130000
4) CURRENT LIABILITIES :			
a) Short-term Borrowings		0	0
b) Trade Payables	4	443823	171255
c) Other Current Liabilities	5	5148712	1000185
d) Short-term Provisions	6	43558	0
		5636093	1171440
TOTAL		97202269	94038386
B. ASSETS :			
1) NON-CURRENT ASSETS :			
a) Fixed Assets			
i) Tangible Assets	7	110700	110700
ii) Intangible Assets		0	0
iii) Capital Work-in-progress		0	0
iv) Intangible Assets under development		0	0
b) Non-current Investments	8	93000005	93000005
c) Deferred Tax Assets (Net)		0	0
d) Long-term Loans and Advances		0	0
e) Other Non-current Assets	9	18503	32066
		93129208	93129208
2) CURRENT ASSETS :			
a) Current Investments		0	0
b) Inventories		0	0
c) Trade Receivables	10	745614	745614
d) Cash and Cash Equivalents	11	3319940	34172
e) Short-term Loans and Advances		0	0
f) Other Current Assets	12	7507	129392
		4073061	909178
TOTAL		97202269	94038386
Significant Accounting Policies and Other Notes to Accounts	17		

Above notes are an integral part of the Balance Sheet
As per our Report of even date
For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner

Mem. No.: 040268

Place : Ahmedabad
Date : 30/05/2016

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Gaurav Kathuria - Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

PARTICULARS	NOTES	2015-16 Rs.	2014-15 Rs.
I) Revenue From Operations :		0	0
Less : Excise duty		0	0
Revenue From Operation (Net)		0	0
II) Other Income	13	13938	0
III) Total Revenue (I + II)		13938	0
IV) Expenses :			
a) Cost of sales		0	0
b) Purchase of Stock-in-trade		0	0
c) Changes in Inventories of Finished Goods, WIP and Stok-in trade		0	0
d) Employee benefits expenses	14	279177	246000
e) Financial cost	15	4168	847
f) Depreciation and Amortization Expenses		0	0
g) Other Expenses	16	901363	366339
Total Expenses (a + b + c + d + e + f + g)		1184708	613186
V) Profit before exceptional and extraordinary items and tax (III - IV)		-1170770	-613186
VI) Exceptional items		0	0
VII) Profit before extraordinary items and tax (V - VI)		-1170770	-613186
VIII) Extra ordinary items		0	0
IX) Profit before tax (VII - VIII)		-1170770	-613186
X) Tax Expenses :			
Provision for Tax		0	0
		0	0
XI) Profit for the period from continuing operations (IX - X)		-1170770	-613186
XII) Profit from discontinuing operations		0	0
XIII) Tax Expenses of discontinuing operations		0	0
XIV) Profit from discontinuing operations (after tax) (XII - XIII)		0	0
XV) Profit for the period (XI + XIV)		-1170770	-613186
XVI) Earning per share :			
(1) Basic		-0.116	-0.061
(2) Diluted		-0.116	-0.061
Significant Accounting Policies and Other Notes to Accounts	17		

Above notes are an integral part of the Balance Sheet
As per our Report of even date
For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner

Mem. No.: 040268

Place : Ahmedabad
Date : 30/05/2016

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Gaurav Kathuria - Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

PARTICULARS	2015-16 Rs.	2014-15 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extra ordinary items	(1170770.00)	(613186.00)
Adjustment For :		
Depreciation	0	0
Net interest received	0	0
Operating profit before working capital change	(1170770.00)	(613186.00)
Adjustment For :		
Trade and other receivables	121885.00	13563.00
Trade payable & Advances received	4464653.00	125555.00
Cash Generated from operation	3415768.00	(474068.00)
Cash flow before extra ordinary items	3415768.00	(474068.00)
NET CASH FLOW FROM OPERATING ACTIVITIES	<u>-3415768.00</u>	<u>(474068.00)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of Fixed Assets [Advance for sale of fixed asset]	0.00	0.00
Sale of Investment	0.00	0.00
Purchase of Investments	0.00	0.00
Interest received	0.00	0.00
NET CASH USED IN INVESTING ACTIVITIES	<u>0.00</u>	<u>0.00</u>
C. CASH FLOW FROM FINANCIAL ACTIVITIES :		
Repayment of short term loans	(130000.00)	0.00
NET CASH FLOW FROM FINANCIAL ACTIVITIES	(130000.00)	0.00
TOTAL CASH FLOW	<u>3285768.00</u>	<u>(474068.00)</u>
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :		
Opening Cash and Cash Equivalents		
Cash on hand	5702.00	5702.00
Balances with Banks	28470.00	502538.00
Closing Cash and Cash Equivalents		
Cash on hand	24236.87	5702.00
Balances with Banks	3295703.20	28470.00
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	<u>3285768.07</u>	<u>(474068.00)</u>

Above notes are an integral part of the Balance Sheet
As per our Report of even date
For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner
Mem. No.: 040268

Place : Ahmedabad
Date : 30/05/2016

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Gaurav Kathuria - Chief Financial Officer

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2016**

(Amt. in Rs.)

PARTICULARS	AS ON 31ST MARCH, 2016	AS ON 31ST MARCH, 2015
NOTE - 1 SHARE CAPITAL :		
a) AUTHORISED SHARE CAPITAL :		
10500000 Equity Shares of Rs. 10/- each with voting rights	<u>105000000</u>	<u>105000000</u>
b) ISSUED, SUBSCRIBED and PAID UP :		
10084800 Equity Shares of Rs. 10/- each, fully paid up with voting rights	<u>100848000</u>	<u>100848000</u>
	100848000	100848000
c) PAID UP CAPITAL:		
10083300 (Previous year 10083300) Equity Shares of Rs.10/-each, fully paid up with voting rights	100833000	100833000
1500 (Previous year 1500) Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up with voting rights	3750	3750
	<u>100836750</u>	<u>100836750</u>
1-A) Reconciliation of Share Capital :		
(I) Opening Balance (10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
Increase / Decrease during the year	0	0
Closing Balance (10083300 Equity Shares of Rs. 10/- each fully paid up)	<u>100833000</u>	<u>100833000</u>
(II) Opening Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
Increase / Decrease during the year	0	0
Closing Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	<u>3750</u>	<u>3750</u>

1-B) Details of paid up share capital in last five financial years :

As year ended on	Current Year	Previous Year
i) 31-03-2015		
(10083300 (Previous year 10500000) Equity Shares of Rs.10/- each fully paid up)	100833000	100833000
(1500 (Previous year 1500) Equity Shares of Rs.10/- each, Rs.2.50/- paid up)	3750	3750
ii) 31-03-2014		
(10083300 (Previous year 10500000) Equity Shares of Rs.10/- each fully paid up)	100833000	100833000
(1500 (Previous year 1500) Equity Shares of Rs.10/- each, Rs.2.50/- paid up)	3750	3750
iii) 31-03-2013		
(10083300 (Previous year 10500000) Equity Shares of Rs.10/- each fully paid up)	100833000	100833000
(1500 (Previous year 1500) Equity Shares of Rs. 10/- each, Rs.2.50/- paid up)	3750	3750
iv) 31-03-2012		
(10083300 (Previous year 10500000) Equity Shares of Rs.10/- each fully paid up)	100833000	100833000
(1500 (Previous year 1500) Equity Shares of Rs. 10/- each, Rs.2.50/- paid up)	3750	3750
v) 31-03-2011		
(10083300 (Previous year 10500000) Equity Shares of Rs.10/- each fully paid up)	100833000	100833000
(1500 (Previous year 1500) Equity Shares of Rs. 10/- each, Rs.2.50/- paid up)	3750	3750

Notes :

- (1) No shares were held by subsidiary, holding company, ultimate subsidiary and holding company during last five years.
- (2) No bonus shares were issued during last five years.
- (3) No shares were issued for consideration other than cash during last five years.
- (4) No shares have been bought back by the Company during last five years.
- (5) No shareholder is holding shares more than 5 % voting rights.

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2016**

(Amt. in Rs.)

PARTICULARS	AS ON	
	31ST MARCH, 2016	31ST MARCH, 2015
NOTE - 2 RESERVES AND SURPLUS :		
a) Profit and Loss Account :		
Opening Balance	-8099804	-7486618
Add : Current year	-1170770	-613186
Closing Balance	-9270574	-8099804
NOTE - 3 LONG TERM BORROWINGS :		
Unsecured :		
a) From Directors	0	130000
	0	130000
NOTES - 4 TRADE PAYABLES :		
Dues to MSMED Creditors #	0	0
Dues to Others	443823	171255
# The Company has not received the information and Certificate of Registration under MSMED from its Supplier and hence, the details are not available for disclosure.	443823	171255
NOTES - 5 OTHER CURRENT LIABILITIES :		
Advances for Land	4930000	915000
Salary Payable	200677	83500
TDS Payable 18035	1685	
	5148712	1000185
NOTE - 6 SHORT TERM PROVISIONS :		
Listing Fees	43558	0
	43558	0

NOTE - 7 TANGIBLE ASSETS :

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 31/03/2015 Rs.	Additions (Deductions) Rs.	As on 31/03/2016 Rs.	As on 31/03/2015 Rs.	Current Year Rs.	As on 31/03/2016 Rs.	As on 31/03/2016 Rs.	As on 31/03/2015 Rs.
1	Land	110700	0	110700	0	0	0	110700	110700
		110700	0	110700	0	0	0	110700	110700
	Previous Year Rs.	110700	0	110700	0	0	0	110700	110700

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2016**

(Amt. in Rs.)

PARTICULARS	AS ON 31ST MARCH, 2016	AS ON 31ST MARCH, 2015
NOTE - 8 NON-CURRENT INVESTMENTS :		
Non Trade Investment:[unquoted valued at cost]		
A. B. Sugars Ltd. - 2657143	93000005	93000005
[Previous year 2657143 equity Shares of Rs. 10 each at a premium of Rs. 25	<u>93000005</u>	<u>93116000</u>
NOTE - 9 OTHER NON-CURRENT ASSETS :		
Loans and Advances	18503	32066
	<u>18503</u>	<u>32066</u>
NOTE - 10 TRADE RECEIVABLES :		
(Unsecured, Unconfirmed and Considered doubtful)		
Outstanding for more than six months	745614	745614
Others	0	274500
	<u>745614</u>	<u>745614</u>
NOTE - 11 CASH AND CASH EQUIVALENTS :		
Cash on hand	24237	5702
Balances with Banks	3295703	28470
	<u>3319940</u>	<u>34172</u>
NOTE - 12 OTHER CURRENT ASSETS :		
TDS Receivable	0	121885
MAT Credit Receivable	7507	7507
	<u>7507</u>	<u>129392</u>
NOTE - 13 OTHER INCOME :		
Bank FD Interest	2713	0
Interest On Income Tax Refund	11225	0
	<u>13938</u>	<u>0</u>
NOTE - 14 EMPLOYEE BENEFIT EXPENSES :		
Salary Exp.	273177	240000
Transport Allowance	6000	6000
	<u>279177</u>	<u>246000</u>
NOTE - 15 FINANCIAL COST :		
Interest Exp.	2400	126
Interest On TDS	144	0
Bank Charges	1624	721
	<u>4168</u>	<u>847</u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2016**

(Amt. in Rs.)

PARTICULARS	AS ON 31ST MARCH, 2016	AS ON 31ST MARCH, 2015
NOTE - 16 OTHER EXPENSES :		
Advertisement Exps.	42779	37448
Auditors Remuneration	37213	16854
C.S. Certificate Exp.	18000	18000
Dmat Charges	174474	134832
Fax Exp.	0	97
Listing Fees	271011	89888
Miscellaneous Exp.	4549	200
Office Expenses	6000	6000
Postage & Courier Exp.	32202	0
Professional Fees	96000	12000
Reg. A. D. Exp.	1200	1073
Rent Exp.	24000	24000
ROC Exp.	50800	4850
Stationery & Printing Exp.	53250	19000
Website Expense	2050	2050
Xerox Exp.	60	47
Prior Period Items	87775	0
	901363	366339
16-A) Payment to Auditors comprises of :		
i) Fees for Company Audit work	25000	15000
ii) Fees for other work	7500	0
iii) Service tax	4713	1854
	37213	16854
16-B) Prior Period Items:		
Listing Fees	67416	0
Auditors' fee	20359	0
	87775	0

NOTE - 17 SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS :**a) General :**

- i) The accounts have been prepared on the basis of historical cost and in accordance with mandatory accounting standards
- ii) All Incomes and Expenditures are accounted for on mercantile basis.

b) Fixed Assets and Depreciation :

- i) Fixed assets are stated at cost.
- ii) The company has no depreciable Fixed Assets.

c) Trade Payables/Receivables and Loans and Advances :

Trade Payables/Receivables and Loans and Advances are stated without making provision for doubtful balances. They all are subject to the confirmation of the parties.

- d) **Investments :**
Investments are classified as non-current investments and are stated at cost.
- e) **Deferred Tax**
So far as Accounting Standard 22 (As-22) on Accounting for Taxes on income is concerned, deferred tax asset in respect of its brought forward losses are not recognized as the company does not fore see to have profit to absorb the said carried forward loss in near future.
- f) **Revenue from Operations :**
Revenue from Operations is recognised when bill is raised.
- g) **Expenses :**
Expenses are recorded for on accrual basis and provision is made for all known losses and liabilities.
- h) **Remuneration and Sitting Fees to Directors :**
No remuneration and sitting fees are paid to the directors.
- i) **Earning per Share :**
Basic Earnings Per Share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity share.
- (a) The amount used as the numerator in calculating basic and diluted earnings per shares the net profit (Loss) for the year disclosed in the statement of profit and loss.
- (b) The weighted average number of equity shares used as denominator in calculating both basic and diluted earnings per share is 10083675
- j) **Cash and Cash Equivalents**
Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand.
- k) **Segment Information as per accounting standard 17**
Segment Reporting as defined in Accounting Standard 17 is not applicable since company has no segments
- l) **Foreign Currency Transactions**
No Foreign Currency Transactions were entered by the Company during the previous year.
- m) **Related Party Disclosure :**
Related Party Disclosure as required by Accounting Standard - 18 is as under :
- | | | |
|--|---|--|
| 1. Key Management Personnel and their relatives | : | 1. Anurag Sharma - Managing Director
2. Gaurav Kathuria - Chief Financial Officer |
| 2. Key Management Personnel and/or their relatives have significant influence over the following enterprises | : | None |
| 3. No transactions were carried out with the related parties in the ordinary course of business. | | |
- n) **Previous Year's Data**
Previous Year's Data is regrouped/rearranged whenever necessary.

Above notes are an integral part of the Balance Sheet
As per our Report of even date
For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

(Rajesh J. Shah)
Partner
Mem. No.: 040268

Place : Ahmedabad
Date : 30/05/2016

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Gaurav Kathuria - Chief Financial Officer

OMKAR PHARMACHEM LIMITED

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

21st Annual General Meeting to be held on Friday, the 30th day of September, 2016 at 11.00 a.m. at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006.

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 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 21st Annual General Meeting of the Company to be held on Friday, 30th, September, 2016 at 11.00 pm at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Consider and adopt: a) To receive, consider and adopt the Audited Financial Statements of the Company i.e audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for the year ended on that date and Cash Flow 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 ratify the appointment of Rajesh J. Shah Statutory Auditors and to fix their remuneration		
Special Business			
4	To confirm the appointment of Mr. Janak Raj as an Director cum Independent director of the Company.		
5	Re-Appointment of Mr. Anurag Sharma as Executive Director and Managing Director of the Company		

Signed this _____ day of _____, 2016

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 not less than 48 hours before the commencement of the Meeting.
- This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated in the Box. 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,

CIN: L24231GJ1995PLC025276, website: www.omkarpharmachem.co.in Email id: invetors.opl@gmail.com,

ATTENDANCE SLIP

21st Annual General Meeting- 30th September, 2016

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 21st ANNUAL GENERAL MEETING of the Company held on Friday, September 30, 2016 at 1100 hrs at 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006

Signature of Shareholder/Proxy present

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

Book Post

To

OMIKAR PHARMACHEM LIMITED
501, MAHAKANT BUILDING, OPP. V. S. HOSPITAL,
ELLISBRIDGE,
ASHRAM ROAD, AHMEDABAD-380006.