

OMKAR
PHARMACHEM LIMITED

19th ANNUAL REPORT
2013 - 2014

: BOARD OF DIRECTORS :

Mr. HARPALSINGH RAGHUBIRSINGH CHAIRMAN
Mr. ANURAG SHARMA MANAGING DIRECTOR
Mr. SURENDRASING BINDRA DIRECTOR
Mr. PARMINDER SHARMA DIRECTOR

: BANKERS :

ORIENTAL BANK OF COMMERCE

: AUDITOR :

MITESH P. VORA & CO.
CHARTERED ACCOUNTANTS, AHMEDABAD

: COMPANY SECRETARY :

AMIT R. ANAND

: 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 ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of the Company is scheduled to be held on Tuesday, the 30th day of September, 2014 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 Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date of the company together with the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory amendments(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s Rajesh J. Shah & Associates, Chartered Accountants, ICAI Firm Registration No. 108407W as statutory auditors of the company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting in place of the retiring Auditors, M/s Mitesh P. Vora & Co., Chartered Accountants, ICAI Firm Registration no. 116071W at such remuneration as the Board of Directors or the Audit Committee of the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS :

3. 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 read with Schedule IV and other applicable provisions, if any, 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, and Clause-49 of the Listing Agreement, Mr. Surender Singh Bindra [holding Din no. 00071699], Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from conclusion of this Nineteenth Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation.”

4. 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 read with Schedule IV and other applicable provisions, if any, 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, and Clause-49 of the Listing Agreement, Mr. Harpal Singh Uppal [holding Din no. 01778909], Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from conclusion of this Nineteenth Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation.”

Place : Ahmedabad
Date : 30th August, 2014

By Order of the Board
For Omkar Pharmachem Limited

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

Notes :

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy form, duly completed and stamped, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
A proxy form is sent herewith. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a member holding more than 10 (Ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
Proxies Submitted on behalf of the Corporate members must be supported by an appropriate certified copy of the Resolution / Authority, as applicable.
2. Members/ proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
3. The register of Members and Share Transfer Books of the company will remain closed from Wednesday, the 24th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
4. The Statement pursuant to Section 102 of the Companies Act, 2013 and Clause-49 of the Listing Agreement is annexed hereto and forms part of this Notice.
5. The retiring auditors, M/s Mitesh P. Vora & Co., Chartered Accountants have shown their unwillingness to continue as the Statutory Auditors of the Company. The Company has received Special Notice under Section 140(4) read with Section 115 of the Companies Act, 2013 from a member of the Company, recommending appointment of M/s Rajesh J. Shah & Associates, Chartered Accountants, as statutory auditors of the company in place of, M/s Mitesh P. Vora & Co., Chartered Accountants, retiring Statutory Auditors.
6. The Companies Act provides nomination facility to the shareholders. As a shareholder, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the shareholders who currently hold shares in their single name. Nomination can avoid the process of acquiring right in shares through transmission by law. In case of nomination by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant.
7. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the investors. In view of the above, shareholders are advised to convert their shareholding in dematerialised form.
8. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. Annual Report of the Company has been uploaded on website of the Company: www.omkarpharmachem.co.in.
10. All documents referred to in the accompanying notice and the statement shall be open for inspection at the registered office of the Company during normal business hours (9.30 AM to 6.30 PM) on all working days, except Saturday upto and including the date of Annual General Meeting of the Company.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Place : Ahmedabad
Date : 30th August, 2014

By Order of the Board
For Omkar Pharmachem Limited

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3 :**

Mr. Surender Singh Bindra [holding Din no. 00071699], aged 51 years, is a Director of the Company since 16th August, 1999. Mr. Surender Singh Bindra is a senior business executive having more than 27 year of experience and exposure in various areas of operations in the different industry/business segments. He has attained expertise in identifying weakness of sick industrial units and planning / implementing revival and restructuring plan to enable them to turn around into viable and profitable enterprises. Mr. Surender Singh Bindra is a member of the Audit Committee and Shareholders' Grievance Committee of the Company.

Mr. Surender Singh Bindra is Managing Director of M/s GSR Hotels Limited and director in M/s Himlunj Buildwell Pvt Ltd. Mr. Surender Singh Bindra does not hold any shares of the Company. He is not related to any Director of the Company.

Mr. Surender Singh Bindra retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, if any, Mr. Surender Singh Bindra being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years starting from 1st April, 2014 and ending on 31st March, 2019 and he shall not be liable to retire by rotation. A notice has been received from a member proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Surender Singh Bindra fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Surender Singh Bindra as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Surender Singh Bindra as an Independent Director of the Company. Accordingly, the Board recommends the resolution at Item No. 3, in relation to appointment of Mr. Surender Singh Bindra as an Independent Director, for your approval as an ordinary resolution.

Mr. Surender Singh Bindra is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the resolution. This explanatory statement may also be regarded as a disclosure under Clause-49 of the Listing Agreement with the Stock Exchanges.

Item No. 4 :

Mr. Harpal Singh Uppal [holding Din no. 01778909], aged 51 years, is a Director of the Company since 20th August, 2001. Mr. Harpal Singh Uppal has about 26 years of experiences of executive post of different types of business ventures. Mr. Harpal Singh Uppal is chairman of the Audit Committee and a member of Shareholders' Grievance Committee of the Company. Mr. Harpal Singh Uppal is not director in any other company. Mr. Harpal Singh Uppal does not hold any shares of the Company. He is not related to any Director of the Company.

Mr. Harpal Singh's period of office is liable to determination by retirement of directors under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, if any, Mr. Harpal Singh Uppal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years starting from 1st April, 2014 and ending on 31st March, 2019 and he shall not be liable to retire by rotation. A notice has been received from a member proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Harpal Singh Uppal fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Harpal Singh Uppal as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Harpal Singh Uppal as an Independent Director of the Company. Accordingly, the Board recommends the resolution at Item No. 4, in relation to appointment of Mr. Harpal Singh Uppal as an Independent Director, for your approval as an ordinary resolution.

Mr. Harpal Singh Uppal is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the resolution. This explanatory statement may also be regarded as a disclosure under Clause-49 of the Listing Agreement with the Stock Exchanges.

**Place : Ahmedabad
Date : 30th August, 2014**

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

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

DIRECTORS' REPORT

To The Members,

Your Directors hereby present their Nineteenth Annual Report on the business and operations of the Company together with the Audited Financial Accounts for the year ended 31st March 2014.

Financial Performance :

[Amount in Rs.]

	For the year ended on 31st March,	
	2014	2013
Total income	697816	600000
Profit (Loss) before depreciation and taxation	39394	(123893)
Depreciation	--	--
Profit (Loss) Before Taxation	39394	(123893)
Provision for Taxation	--	--
Profit (loss) After Tax	39394	(123893)

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.

Conservation of Energy, Technology Absorption and Foreign Exchange earnings & outgo :

- (i) The Company has not made any investment to conserve energy or any work of technology absorption
- (ii) The Company has no foreign exchange earnings or outgo during the year.

Personnel :

There is no employee coming within the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Directors :

Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Rules made thereunder and revised Clause -49 of the Listing Agreement with Stock Exchanges, the Company proposes to appoint Mr. Surender Singh Bindra and Mr. Harpal Singh Uppal, as Directors of the Company designated as Independent Directors, not liable to retire by rotation. For your perusal, a brief resume of the Directors being appointed / re-appointed and other relevant details are given in the Explanatory Statement to the Notice convening the AGM. The Board of Directors recommends their appointment / re-appointment for the approval of the shareholders at the ensuing AGM.

Auditors and Auditors' Report :

M/s Mitesh P. Vora & Co., Chartered Accountants, the retiring auditors, have shown their unwillingness to continue as the Statutory Auditors of your Company. They hold office only till the conclusion of the forthcoming Annual General Meeting of your Company. It is proposed to appoint Rajesh J. Shah & Associates, Chartered Accountants, as statutory auditors of your company. Rajesh J. Shah & Associates have confirmed their willingness to be appointed as the statutory auditors of the company. The audit committees of the Board of Directors and Board of Directors in their meeting held on 31st July, 2014 have approved the appointment of Rajesh J. Shah & Associates, Chartered Accountants, as statutory auditors of your company. From the conclusion of the Nineteenth Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting; subject to ratification of their appointment at every Annual General Meeting.

M/s Mitesh P. Vora & Co., Chartered Accountants, retiring auditors of the Company, have provided their report on the Annual Accounts of the Company. The notes to the accounts referred to in the Auditors Report are self explanatory and therefore, do not call for any further comments.

Directors' Responsibility Statement :

In terms of section 217(2AA) of the Companies Act, 1956, the directors would like to state that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.;
- (ii) They have, in selection of the accounting policies, consulted the Statutory Auditors and have 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 affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- (iii) They have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) They have prepared the annual accounts on a going concern basis.

Corporate Governance :

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance Practices followed by the Company together with a certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this Report.

Fixed Deposits :

Your company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

Appreciation :

The directors sincerely express their deep appreciation to the employees at all levels, Bankers and Shareholders for their sustained support and co-operation and hope that the same will continue in future.

ON BEHALF OF BOARD OF DIRECTORS

Place : Ahmedabad

Date : 30th August, 2014

**ANURAG SHARMA
MANAGING DIRECTOR
DIN-02289261
Address of Director:-
A-727, Sarita Vihar,
New Delhi-110076.**

**HARPAL SINGH UPPAL
DIRECTOR
DIN-01778909
Address of Director:-
86, Kothi Khas Bag,
Rampur, 244901(U.P.)**

REPORT ON CORPORATE GOVERNANCE

MANAGEMENT DISCUSSION AND ANALYSIS :

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 8% 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.

SEGMENTWISE 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.

CORPORATE GOVERNANCE DISCLOSURE :

In compliance with clause 49 of the Listing Agreement with stock exchanges, 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 consists of 1 executive director and 3 non-executive directors. All the directors are independent directors. During the year ended on 31st March, 2014, the board met 6 times (as against the minimum requirement of 4 meetings) on the following dates, namely, 31st May, 2013; 10th July, 2013; 14th August, 2013; 31st October, 2013; 31st January, 2014 and 31st March, 2014. The maximum time gap between any meetings was not more than three calendar months. The following table gives details of directors, attendance of directors 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	Relation with other Directors	Attendance Particulars			Other directorships and Chairmanships Committee member		
			Board Meetings		Last	Other Directorship	Committee Membership	Committee Chairmanship
			Held	Attended	AGM			
Anurag Sharma	CMD&ID	-	6	6	Yes	-	-	-
S. S. Bindra	NE&ID	-	6	4	No	-	-	-
Harpal Singh	NE&ID	-	6	6	Yes	-	-	-
Parminder Sharma	NE&ID	-	6	5	No	-	-	-

C: Chairman, MD: Managing Director, NE: Non-Executive Director, ID: independent Director

None of the director is a member in more than ten committees and acts a chairman in more than five committees across all companies in which he is a director. None of the directors is paid any salary, fee, remuneration, perquisites etc.

3. 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..

4. Audit Committee :

The Audit committee constituted by the Board of Directors consist of 3 (three) independent directors, namely, Mr. S. S. Bindra, Mr.Harpal Singh Uppal and Mr. Parminder Sharma. Mr. Harpal Singh Uppal is the chairman of the audit committee. Mr. Amit R. Anand, company secretary is secretary to the audit committee.

The terms of reference specified by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement. They are as follows:

- (a) Oversight of the company's financial reporting process and the disclosure of its financial information.
- (b) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- (c) Reviewing with management the quarterly/annual financial statements before submission to the board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management (iii) qualifications in draft audit report (iv) significant adjustments arising out of audit (v) the going concern assumption (vi) compliance with accounting standards (vii)compliance with stock exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.
- (d) Reviewing with the management and auditors, the adequacy of internal control systems.
- (e) Discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- (f) Reviewing the company's various financial and risk management policies.
- (g) To 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.

Four audit committee meetings were held during the year under review on 31st May, 2013; 14th August, 2013; 31th October, 2013 and 31st January, 2014. Detail relating attendance to Audit committee meetings is as follows :

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	4	4
Harpal Singh	4	4
Parminder Sharma	4	4

5. Remuneration Committee :

No remuneration was paid to Shri Anurag Sharma, Managing Director. The Chairman and other non-executive directors do not draw any remuneration from the company. The Company does not pay any sitting fees to the directors. So remuneration committee is not appointed.

6. Shareholders' Grievance Committee :

The Committee comprises of Shri S.S. Bindra and Shri Harpal Singh. The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressing of shareholders'/investors' complaints like transfer of shares, non receipt of balance sheet, etc. The Committee oversees the performance of the registrar and transfer Agents and recommends measures for overall improvement of the quality of investor services. Mr. Amit R. Anand, Company Secretary is the Compliance officer. During the year under review no requests/complaints were received from investors. Four Shareholders' Grievance committee meetings were held during the year under review on 31st May, 2013; 14th August, 2013; 31th October, 2013 and 31st January, 2014. 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	4	4
Harpal Singh	4	4

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
2010 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	30/09/2011	11:00 a.m.	0
2012 AGM	Same as above	29/09/2012	11:00 a.m.	0
2013 AGM	Same as above	30/09/2013	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

A special resolution was passed on 26th August, 2013 through postal ballot, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, for sell, lease or otherwise dispose of the Company's fixed asset land admeasuring in aggregate about 10832 sq. meters bearing Block / survey No. 470/2 paiki 1, of Mouje : Kundal, Taluka : Sanand within the registration District : Ahmedabad.

Mr. Maulik Bhavsar was appointed as the Scrutinizer to conduct the Postal Ballot process. The result of the postal ballot was declared on 26th August, 2013 and published on 28th August, 2013 in one English daily and one Gujarati daily for the information of members

8. Disclosures :

- 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.
- Details of non-compliance by the company, penalties, and strictures imposed on the company by stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years. There were no instances of non-compliance of any matter related to the capital markets during the last three years.

9. Means of Communication :

- The company has published its quarterly results in English in the Chankya Ni Pothi, Ahmedabad (English) and in Gujarati in The News Line, Ahmedabad. The results and other important information also periodically updated on the Company's website viz. www.omkarpharmachem.co.in
- 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, 2014 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.

Financial Calendar (Board Meetings to be tentatively held for approving quarterly results) :

- * 2nd quarter - Last week of October, 2014
 * 3rd quarter - Last week of January, 2015
 * 4th quarter - Last week of May, 2015
 * AGM - September, 2015

Book Closure date :

The register of Members and Share Transfer Books shall remain closed from Wednesday, the 24th September, 2014 to Tuesday, 30th September, 2014 (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 Ahmedabad Stock Exchange and Bombay Stock Exchange for the year 2014-2015.

Stock Market Data :

Ahmedabad Stock Exchange
The Stock Exchange, Mumbai

Stock Code - 42227
Stock Code- 532167

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

Compliance Officer :

Mr. Amit R Anand, Company Secretary is the
Compliance officer of the Company.

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, 2014 :

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage
(A)	Shareholding of Promoters and Promoter Group			
	(1) Indian	14	2600	0.03
	(2) Foreign	0	0	0.00
	Total Shareholding of Promoters and Promoter Group (A)	14	2600	0.03
(B)	Public Shareholding			
	(1) Institutional	1	150000	1.49
	(2) Non-institutional	3501	9932200	98.48
	Total Public Shareholding (B)	3502	10082200	99.97
(C)	Shares held by custodian against which Depository Receipts have been issued (C)	0	0	0.00
	Total (A + B +C)	3516	10084800	100.00

Shareholding Pattern by size as on 31st March, 2014 :

Si. No.	Category Shares	Holders	Shares	% of Total Shares
1	1 – 100	2652	265200	2.63
2	101 – 500	473	144200	1.43
3	501 – 1000	157	149100	1.478
4	1001 – 5000	96	233600	2.316
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	3516	10084800	100.00

Status of Dematerialization of Share as of 31st March, 2014 :

The percentage of shareholding in dematerialized form is as follows:

In 2013-14 - 40.84 % In 2012-13 - 40.84 % In 2011-12 - 40.84 %

ON BEHALF OF BOARD OF DIRECTORS

Place : Ahmedabad
Date : 30th August, 2014

ANURAG SHARMA
MANAGING DIRECTOR
DIN-02289261
Address of Director:-
A-727, Sarita Vihar,
New Delhi-110076.

HARPAL SINGH UPPAL
DIRECTOR
DIN-01778909
Address of Director:-
86, Kothi Khas Bag,
Rampur, 244901(U.P.)

ANNEXURE TO CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2014 DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Anurag Sharma, Chairman & Managing Director of Omkar Pharmachem Limited ('the company') hereby declare that, to the best of my information, all the Board Members and senior management personnel of the Company have affirmed their compliance and undertaken to continue to comply with the code of Conduct laid down by the Board of Directors of the Company for the Board members and senior management.

ON BEHALF OF BOARD OF DIRECTORS

Place : Ahmedabad
Date : 30th August, 2014

ANURAG SHARMA
MANAGING DIRECTOR
DIN-02289261
Address of Director:-
A-727, Sarita Vihar,
New Delhi-110076.

HARPAL SINGH UPPAL
DIRECTOR
DIN-01778909
Address of Director:-
86, Kothi Khas Bag,
Rampur, 244901(U.P.)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Shareholders,
Omkar Pharmachem Limited

We have examined the compliance of conditions of Corporate Governance by Omkar Pharmachem Limited for the year ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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, for the year 31st March, 2014.

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.

Place : Ahmedabad
Date : 30th August, 2014

For, Mitesh P. Vora & Co.
Chartered Accountants
FRN 116071W

(Mitesh P. Vora)
Partner
Mem. No. 37530

INDEPENDENT AUDITOR'S REPORT

To,
The members of Omkar Pharmachem Limited,

Report on the Financial Statements :

We have audited the accompanying financial statements Omkar Pharmachem Limited ('the company') which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility :

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 the 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 control relevant to the statements, whether due to fraud or error. In making those risk assessments, Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the Company's internal control. An audit also purpose of expressing an opinion on the effectiveness of the includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of Balance sheet, of the state of affairs of the company as at 31st March, 2014;
- (b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by The Companies (Auditors' Reports) Order, 2003 ("the order") issued by the Central Government of India and in terms of section 227(4A) of the Act, we give in the annexure a statement on the matters specified in paragraph 4 & 5 of the order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best our knowledge and belief were necessary for the purpose of audit;
 - (b) In our opinion proper books of account as required by law have been kept by the company, so far as appears from our examination of those books;
 - (c) The Balance sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account;

- (d) In our opinion the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).
- (e) on the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place : Ahmedabad
Date : 30th August, 2014

For, Mitesh P. Vora & Co.
Chartered Accountants
FRN 116071W

(Mitesh P. Vora)
Partner
Mem. No. 37530

ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Omkar Pharmachem Limited on the financial statements for the year ended 31st March, 2014].

- 1) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us and on the basis of representations received from the management of the Company, the company has a land only in fixed asset, and so there is no question of any discrepancy.
- (c) In our opinion the fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
- 2) The Company does not hold any inventory and hence Clause 4(ii) (a), 4(ii) (b) and 4(ii) (c) is not applicable to the Company.
- 3) The company has not granted any loan, secured or unsecured to companies, firms or other or other parties covered in the register maintained u/s. 301 of the companies Act, 1956. According to the information and explanations given to us, the company has taken loans from the parties mentioned in the register maintained u/s. 301 of the companies Act, 1956 at a terms which are not prejudicial to the interest of the company and there is no stipulation for repayment and hence there is no overdue amount outstanding.
- 4) In our opinion and according to the information and explanations given to us, the company has adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. Further, on the basis of our examination and according to information and explanations given to us, we have neither come across nor we have been informed of any instances of continuing weaknesses in the internal control systems.
- 5) In our opinion and according to the information and explanations given to us, there are no transactions of purchase of goods and materials and sale of goods and material and services in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and aggregating during the year Rs. 5,00,000 or more.
- 6) In our opinion and according to the information and explanations given to us, the company has not invited any deposits from the public for which provision of section 58-A of the Companies Act, 1956 and its Rules are applicable.
- 7) The company has no internal audit system.
- 8) As explained to us, maintenance of cost records u/s. 209(1)(d) of the Companies Act, 1956 has not been prescribed by the Central Government.

- 9) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, wealthtax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- 10) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. Further, the company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 11) The company has not taken any loan from financial institutions or banks nor issued any debenture during the year and hence provisions of clause 4(xi) of Companies (Auditors Report) Order, 2003 are not applicable to the company.
- 12) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of share, debentures or any other securities.
- 13) The company is not a chit or a nidhi/mutual benefit fund/society, therefore, the clause 4(xiii) of Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- 14) In our opinion and according to the information, explanations and representations given to us, the company is not a dealer or trader in securities, therefore, the clause 4 (xiv) of Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- 15) According to the information and explanations given to us, and the representations made by the management, the company has not given any guarantee for loans taken by others from any bank or financial institutions.
- 16) The company has not obtained any term loans during year. Therefore, the clause 4 (xvi) of Companies (Auditors Report) Order, 2003 is not applicable to the company.
- 17) According to the information and explanations given to us and on an over all examination of balance sheet and cash flow of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- 18) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- 19) According to the information and explanations given to us, the Company has not issued any debentures and hence clause 4(xix) of Companies (Auditors Report) Order, 2003 is not applicable to the Company.
- 20) According to the information and explanations given to us, the Company has not raised any money by public issue during the year and hence clause 4(xix) of Companies (Auditors Report) Order, 2003 is not applicable to the company.
- 21) According to the information and explanations given to us, and to the best of our knowledge and belief no fraud on or by the Company, has been noticed or reported during the course of our audit.

Place : Ahmedabad
Date : 30th August, 2014

For, Mitesh P. Vora & Co.
Chartered Accountants
FRN 116071W

(Mitesh P. Vora)
Partner
Mem. No. 37530

BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	NOTES	AS ON	
		31ST MARCH, 2014	31ST MARCH, 2013
A. EQUITY AND LIABILITIES :			
1) SHAREHOLDERS' FUNDS :			
a) Share Capital	1	100836750	100836750
b) Reserves and Surplus	2	-7486618	-7526012
c) Money received against share warrants		0	0
		93350132	93310738
2) SHARE APPLICATION MONEY PENDING ALLOTMENT :			
		0	0
3) NON-CURRENT LIABILITIES :			
a) Long Term Borrowings	3	130000	130000
b) Deferred Tax Liability (Net)		0	0
c) Other Long-term Liabilities		0	0
d) Long-term Provisions		0	0
		130000	130000
4) CURRENT LIABILITIES :			
a) Short-term Borrowings		0	0
b) Trade Payables	4	98197	77731
c) Other Current Liabilities	5	915000	915000
d) Short-term Provisions	6	32688	164393
		1045885	1157124
TOTAL		94526017	94597862
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	32066	18503
		93142771	93129208
2) CURRENT ASSETS :			
a) Current Investments		0	0
b) Inventories		0	0
c) Trade Receivables	10	745614	1020114
d) Cash and Cash Equivalents	11	508240	323540
e) Short-term Loans and Advances		0	0
f) Other Current Assets	12	129392	125000
		1383246	1468654
TOTAL		94526017	94597862
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, Mitesh P. Vora & Co.

Chartered Accountants

FRN 116071W

(Mitesh P. Vora)

Partner

Mem. No.: 37530

Place : Ahmedabad

Date : 30/08/2014

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014

PARTICULARS	NOTES	AS ON	
		31ST MARCH, 2014	31ST MARCH, 2013
I) Revenue From Operations :	13	693916	600000
Less : Excise duty		0	0
Revenue From Operation (Net)		693916	60000
II) Other Income		3900	0
III) Total Revenue (I + II)		697816	600000
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	220500	355500
e) Financial cost	15	1686	1730
f) Depreciation and Amortization Expenses		0	0
g) Other Expenses	16	436236	366663
Total Expenses (a + b + c + d + e + f + g)		658422	723893
V) Profit before exceptional and extraordinary items and tax (III - IV)		39394	-123893
VI) Exceptional items		0	0
VII) Profit before extraordinary items and tax (V - VI)		39394	-123893
VIII) Extra ordinary items		0	0
IX) Profit before tax (VII - VIII)		39394	-123893
X) Tax Expenses :			
Provision for Tax		0	0
		0	0
XI) Profit for the period from continuing operations (IX - X)		39394	-123893
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)		39394	-123893
XVI) Earning per share :			
(1) Basic		0.004	-0.012
(2) Diluted		0.004	-0.012

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, Mitesh P. Vora & Co.
Chartered Accountants
FRN 116071W

(Mitesh P. Vora)
Partner
Mem. No.: 37530

Place : Ahmedabad
Date : 30/08/2014

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary

CASH FLOW STATEMENT

PARTICULARS	AS ON 31ST MARCH, 2014	AS ON 31ST MARCH, 2013
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extra ordinary items	39394	-123893
Adjustment For :		
Preliminary Exps. w/off	0	0
Commission received	0	0
Net interest received	0	0
Operating profit before working capital change	39394	-123893
Adjustment For :		
Trade and other receivables	256545	-286240
Trade payable & Advances received	-111239	65547
Cash Generated from operation	184700	-344586
Cash flow before extra ordinary items	184700	-344586
NET CASH FLOW FROM OPERATING ACTIVITIES	184700	-344586
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of Fixed Assets [Advance for sale of fixed asset]	0	0
Sale of Investment	0	0
Purchase of Investments	0	0
Interest received	0	0
NET CASH USED IN INVESTING ACTIVITIES	0	0
C. CASH FLOW FROM FINANCIAL ACTIVITIES :		
Repayment of short term loans	0	0
NET CASH FLOW FROM FINANCIAL ACTIVITIES	0	0
TOTAL CASH FLOW	184700	-344586
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :		
Opening Cash and Cash Equivalents		
Cash on hand	62324	69324
Balances with Banks	261216	598802
Closing Cash and Cash Equivalents		
Cash on hand	5702	62324
Balances with Banks	502538	261216
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	184700	-344586

As per our Report of even date
For, Mitesh P. Vora & Co.
Chartered Accountants
FRN 116071W

(Mitesh P. Vora)
Partner
Mem. No.: 37530

Place : Ahmedabad
Date : 30/08/2014

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2014**

PARTICULARS	AS ON 31ST MARCH, 2014	AS ON 31ST MARCH, 2013
NOTE - 1 SHARE CAPITAL :		
a) AUTHORISED SHARE CAPITAL :		
10500000 Equity Shares of Rs. 10/- each with voting rights	105000000	105000000
b) ISSUED, SUBSCRIBED and PAID UP :		
10084800 Equity Shares of Rs. 10/- each, fully paid up with voting rights	100848000	100848000
	100848000	100848000
c) PAID UP CAPITAL:		
10083300 Equity Shares of Rs. 10/- each, fully paid up with voting rights	100833000	100833000
1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up with voting rights	3750	3750
	100836750	100836750
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)	100833000	100833000
(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)	3750	3750

1-B) Details of paid up share capital in last five financial years	As year ended on	
	Current Year	Previous Year
i) 31-03-2013		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
ii) 31-03-2012		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
iii) 31-03-2011		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
iv) 31-03-2010		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
v) 31-03-2009		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(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, 2014**

PARTICULARS	AS ON 31ST MARCH, 2014	AS ON 31ST MARCH, 2013
NOTE - 2 RESERVES AND SURPLUS :		
a) Profit and Loss Account :		
Opening Balance	-7526012	-7402119
Add : Current year	39394	-123893
Less : Provision for Tax	0	0
Closing Balance	<u>-7486618</u>	<u>-7526012</u>
NOTE - 3 LONG TERM BORROWINGS :		
Unsecured :		
a) From Corporates	0	0
From Directors, Shareholders and Relatives	130000	130000
	<u>130000</u>	<u>130000</u>
NOTES - 4 TRADE PAYABLES :		
Dues to MSMED Creditors #	0	0
Dues to Others	98197	77731
# 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.		
	<u>98197</u>	<u>77731</u>
NOTES - 5 OTHER CURRENT LIABILITIES :		
Advances for Land	915000	915000
	<u>915000</u>	<u>915000</u>
NOTE - 6 SHORT TERM PROVISIONS :		
Salary Payable	31000	157500
TDS Payable	1688	6893
	<u>32688</u>	<u>164393</u>

NOTE - 7 TANGIBLE ASSETS :

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 31/03/2013 Rs.	Additions (Deductions) Rs.	As on 31/03/2014 Rs.	As on 31/03/2013 Rs.	Current Year Rs.	As on 31/03/2014 Rs.	As on 31/03/2014 Rs.	As on 31/03/2013 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, 2014**

PARTICULARS	AS ON 31ST MARCH, 2014	AS ON 31ST MARCH, 2013
NOTE - 8 NON-CURRENT INVESTMENTS :		
Non Trade Investment:[unquoted valued at cost]		
A. B. Sugars Ltd. - 2657143		
[Previous year 2657143 equity Shares of Rs. 10 each at a premium of Rs. 25	93000005	93000005
	93000005	93116000
NOTE - 9 OTHER NON-CURRENT ASSETS :		
Loans and Advances	32066	18503
	32066	18503
NOTE - 10 TRADE RECEIVABLES :		
(Unsecured, Unconfirmed and Considered doubtful)		
Outstanding for more than six months	745614	745614
Others	0	274500
	745614	1020114
NOTE - 11 CASH AND CASH EQUIVALENTS :		
Cash on hand	5702	62324
Balances with Banks	502538	261216
	508240	323540
NOTE - 12 OTHER CURRENT ASSETS :		
TDS Receivable	129392	125000
	129392	125000
NOTE - 13 REVENUE FROM OPERATIONS :		
Commission Income	693916	600000
	693916	600000
NOTE - 14 EMPLOYEE BENEFIT EXPENSES :		
Interest	3900	0
	3900	0
NOTE - 15 FINANCIAL COST :		
Salary Exp.	220500	355500
	220500	355500

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2014**

PARTICULARS	AS ON 31ST MARCH, 2014	AS ON 31ST MARCH, 2013
NOTE - 16 OTHER EXPENSES :		
Advertisement Exps.	39996	40097
Audit Fees	27000	35000
C.S. Certificate Exp.	19500	19500
Dmat Charges	134860	135106
Fax Exp.	75	39
Listing Fees	89888	97157
Misc. Exp.	822	700
Office Expenses	6000	0
Postage & Courier Exp.	120	120
Postal Ballot Exp.	54006	0
Reg. A. D. Exp.	1359	1294
Rent Exp.	12000	18000
ROC Exp.	2500	3500
Stationery & Printing Exp.	18000	16000
Transport Allowance	6000	0
Website Expense	6000	0
XBRL Conversion Exp.	17978	0
Xerox Exp.	132	150
	436236	366663
17-A) Payment to Auditors comprises of		
i) Fees for Company Audit work	15000	15000
ii) Fees for other work	12000	20000
	27000	35000

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 written down value after deducting depreciation to date from 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 and short term investments with an original maturity of three months or less.
- k) Segment Information as per accounting standard 17 :**
Segment Reporting as defined in Accounting Standard 17 is not applicable since compnay 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** : None
 - 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.

As per our Report of even date
For, Mitesh P. Vora & Co.
Chartered Accountants
FRN 116071W

(Mitesh P. Vora)
Partner
Mem. No.: 37530

Place : Ahmedabad
Date : 30/08/2014

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary

OMKAR PHARMACHEM LIMITED

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

PROXY FORM

I / We

of

being member (s) of the OMKAR PHARMACHEM LTD. hereby appoint

_____ of _____

of failing him / her _____ of _____

of failing him / her _____ of _____

as my / our proxy to vote for me / us on my / our behalf at the Nineteenth Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 and at any adjournment thereof.

Signed _____ this day of _____ 2014

No. of Shares held : _____

Regd. Folio No. : _____

DP ID/Client ID No. : _____

Signature : _____

OMKAR PHARMACHEM LIMITED

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

ATTENDANCE SLIP

Full Name of the Member Attending (in Block Letter) _____

Full Name of the first Joint holder _____

(To be filled in, if first named joint holder does not attend the meeting)

Name of the Proxy _____

(To be filled in, if Proxy form has been duly deposited with the Company)

I hereby record my presence at Nineteenth Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 at 11-00 a.m.

No. of Shares held : _____

* Member's / Proxy's Signature

Regd. Folio No. : _____

* (To be Signed at the time of

DP ID/Client ID No. : _____

handing over this slip