

**OMKAR  
PHARMACHEM LIMITED**

**20th ANNUAL REPORT  
2014 - 2015**

**: BOARD OF DIRECTORS :**

**Mr. ANURAG SHARMA ..... CHAIRMAN CUM MANAGING DIRECTOR**  
**Mr. SURENDRASING BINDRA ..... INDEPENDANT DIRECTOR**  
**Mr. PARMINDER SHARMA ..... DIRECTOR**  
**MS. MAMTA PACHORI ..... INDEPENDANT DIRECTOR**

**: BANKERS :**

**ORIENTAL BANK OF COMMERCE**

**: AUDITOR :**

**RAJESH J. SHAH & ASSOCIATES**  
**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 Twentieth Annual General Meeting of the Members of the Company is scheduled to be held on Wednesday, the 30th day of September, 2015 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, 2015, 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. Parminder Sharma (holding Din no. 00176300), 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 reappointment of the retiring Auditors, M/s Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration Number 108407W) to hold office from the conclusion of the 20th AGM of the Company till the conclusion of the 21st AGM of the Company to be held in the year 2016, be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company.”

**SPECIAL BUSINESS :**

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

4. “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 and Articles of Association of the Company, Ms. Mamta Pachori (DIN: 05255258), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f 31st March, 2015 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 her candidature for the office of Director, 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. 31st March, 2015.”

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

**Date : 30th August, 2015**  
**Place : Ahmedabad**

**By Order of the Board**

**(Amit Anand)**  
**Company Secretary**  
**(PAN: AEIPA3347N)**

**Address: C-87, Second Floor,**  
**Kalka Ji, New Delhi, 110019**

**Notes :**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to Special Businesses to be transacted at the Annual General Meeting is attached 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, 2015 to 30th day of September, 2015 (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 20th 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 20th Annual General Meeting and the Annual Report for Financial Year 2014-2015 will also be available on the Company's website at [www.omkarpharmachem.co.in](http://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](mailto: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 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 Clause 35B of the Listing Agreement, 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 Sunday the 26th day of September 2015 from 10.00 A.M and ends on Tuesday the 29th day of September 2015 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 24th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
    - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iv) Click on Shareholders.
    - (v) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

**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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
<b>Dividend Bank Details</b>	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.
<b>OR Date of Birth (DOB)</b>	<ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'OMKAR PHARMACHEM LIMITED' on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.24th September 2015 may follow the same instructions as mentioned above for e-Voting.
    - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xx) Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules thereof, Mr. Maulik Bhavsar, Practicing Company Secretary, (Membership No. : 31198) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (xxi) The results of e-voting will be placed by the company on its website [www.omkarpharmachem.co.in](http://www.omkarpharmachem.co.in) and [www.evotingindia.com](http://www.evotingindia.com) within Two days of the AGM and also communicated to the Stock exchanges where shares are listed.
- (xxii) The resolutions passed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
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.
20. Brief biography of Directors proposed to be Appointed/Reappointed as required in terms of clause 49 of the listing agreement are as under:
- Mr. Parminder Sharma, Directors of the Company retires by rotation at the ensuing 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. The information or details to be provided under Corporate Governance code for the aforesaid director is as under:
- Mr. Parminder Sharma, aged 44 years is a qualified person having about 21 years of experience in corporate field. His educational qualification is Bachelor of Arts. He is a director of the company since 14th November, 2003. He holds 35000 shares in the company. He neither hold any Directorships held in other public limited companies in India nor Membership /Chairmanship of committees in other Public limited companies in India.

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**CIN : L24231GJ1995PLC025276**

**Date : 30th August, 2015**  
**Place : Ahmedabad**

**By Order of the Board**

**(Amit Anand)**  
**Company Secretary**  
**(PAN: AEIPA3347N)**

**Address: C-87, Second Floor,**  
**Kalka Ji, New Delhi, 110019**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4 :**

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one Woman Director. Accordingly, pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Ms. Mamta Pachori aged, 39 years was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 31st March, 2015. Ms. Mamta Pachori 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 Ms. Mamta Pachori for the office of Director of the Company under the provisions of Section 160 of the Companies Act, 2013. The Company has received from Ms. Mamta Pachori requisite consent, intimation and a declaration in connection with her appointment as an Independent Director. Ms. Mamta Pachori has passed 12th standard.

Ms. Mamta Pachori neither hold any Directorships in other public limited companies in India nor Membership /Chairmanship of committees in other Public limited companies in India. Ms. Mamta Pachori does not hold by herself or for any other person in any manner, any shares in the Company. Ms. Mamta Pachori is not related to any director of the Company. In the opinion of the Board, Ms. Mamta Pachori fulfills the conditions specified in Section 149 of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, for her appointment as a Woman director and as an Independent Director of the Company. Copy of the draft letter for appointment of Ms. Mamta Pachori as an Independent 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. The Board recommends the resolution in relation to appointment of Ms. Mamta Pachori as an Independent Director, for the approval by the shareholders of the Company. Except Ms. Mamta Pachori, 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 Clause 49 of the Listing Agreement with the Stock Exchange.

**Registered Office :**  
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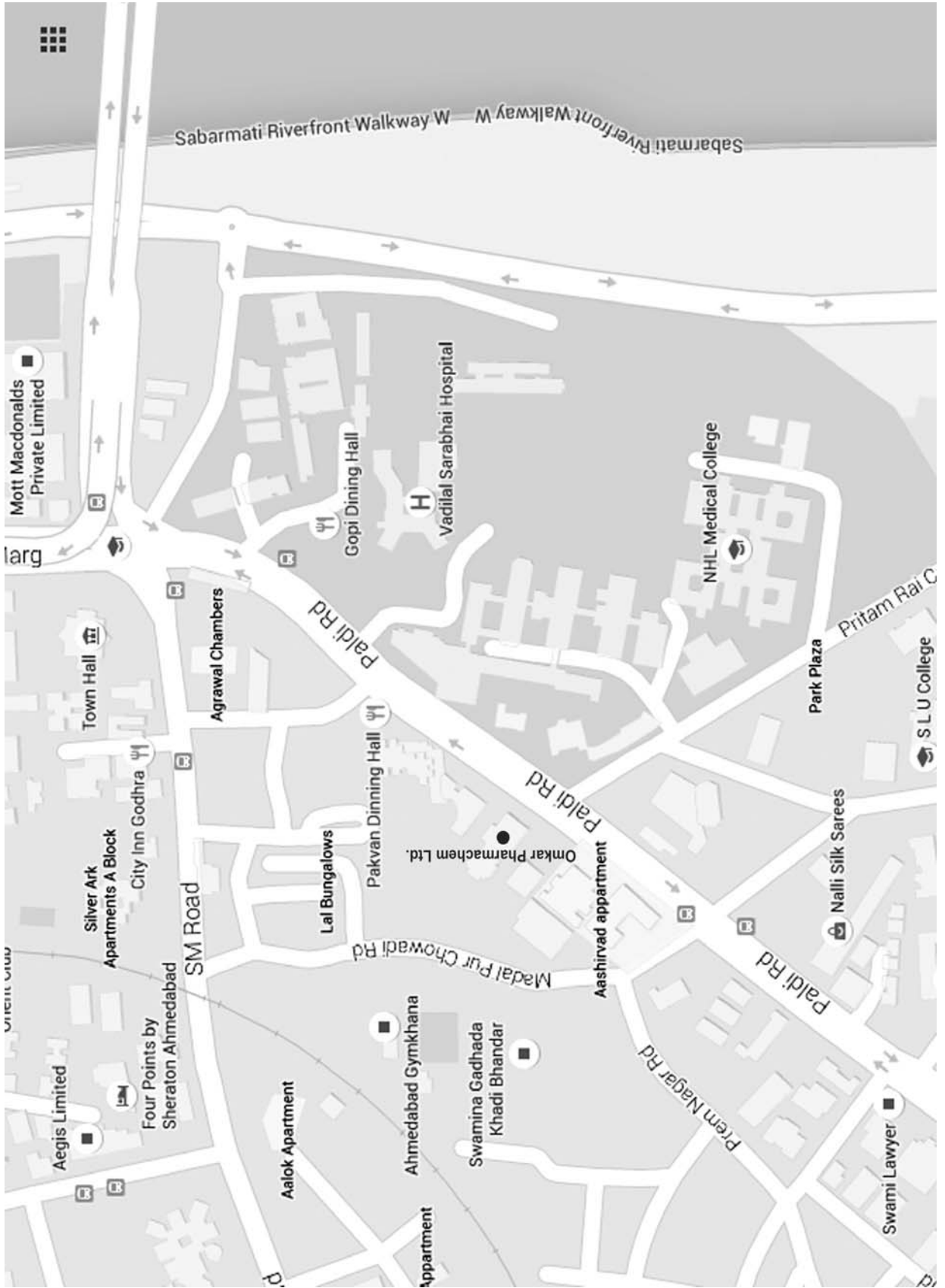
**Date : 30th August, 2015**  
**Place : Ahmedabad**

**By Order of the Board**

**(Amit Anand)**  
**Company Secretary**  
**(PAN: AEIPA3347N)**  
**Address: C-87, Second Floor,**  
**Kalka Ji, New Delhi, 110019**



ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



**DIRECTORS' REPORT**

To The Members,

The Directors of your Company have pleasure in presenting their Twentieth Annual Report on the business and operations of the Company and Audited Accounts for the financial year ended 31st March 2015.

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

<b>Particulars</b>	<b>For the year ended on on 31st March, 2015</b>	<b>For the year ended on on 31st March, 2014</b>
Total income	0	697816
Profit (Loss) before depreciation and taxation	(613186)	39394
Depreciation	0	0
Profit (Loss) Before Taxation	(613186)	39394
Provision for Taxation	0	0
Profit (loss) After Tax	(613186)	39394

**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.

**Transfer Of Unclaimed Dividend To Investor Education And Protection Fund :**

Not applicable to the Company.

**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 :**

Not applicable to the Company.

**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.

**Number of Meetings of the Board :**

Total Six Board meetings were held on 31.05.2014, 31.07.2014, 30.08.2014, 14.11.2014, 14.02.2015 and 31.03.2015 during the year.

**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:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors have prepared the annual accounts on a going concern basis;
- 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 :**

As required under Clause 49 of the Listing Agreements with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report

All the independent directors have submitted the Statement on declaration under sub-section (6) of section 149 of the Companies Act, 2013.

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 B

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

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 :**

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

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 the Independent Directors had held their separate meeting on 31st March 2015 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 31st May, 2015 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 :**

Mr. Harpal Singh Uppal has vacated his office of the directorship of the company due to death w.e.f. 6th November, 2014. The Board has placed on record its appreciation for the invaluable support and guidance received from Mr. Harpal Singh Uppal during his association with the Company

Mr. Parminder Sharma, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

The Companies Act, 2013 and the revised Clause 49 of the Listing Agreement require that a Woman Director should be a member of the Board of Directors. Ms. Mamta Pachori was appointed by the Board of Directors as an Additional Director of the Company with effect from 31st March, 2015. Ms. Mamta Pachori 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 Ms. Mamta Pachori for the office of a Director of the Company. Detail of the proposal for appointment of Ms. Mamta Pachori is mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 20th Annual General Meeting.

The current Directors of the company are Mr. Anurag Sharma, Parminder Sharma, Surender Singh Bindra and Mamta Pachori.

**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.

**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.

The number of permanent employees on the rolls of the Company is 2.

**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 p. a.

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.

**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 2014-15.

**Vigil mechanism / Whistle Blower Policy :**

The Company has a Whistle Blower Policy / Vigil Mechanism for its directors and employees to report their concerns about the Company's working or about any violation of its policies and no personnel are being denied any access to the Audit Committee.

**Disclosures relating to policies :**

- » Statement indicating development and implementation of Risk Management Policy is annexed as annexure "C" [Section 134(3)(n) of the Act]
- » The CSR policy is not applicable to the Company

**Share Capital :**

The paid up Equity Share Capital as on 31st March, 2015 was Rs. 10.08 crore. During the year under review, the Company has not issued shares with differential voting rights, neither granted stock options nor sweat equity. As on 31st March, 2015, Mr. Parminder Sharma none of the Directors (except Mr. Parminder Sharma who holds 35000 share) of the Company hold shares or convertible instruments of the Company.

**Fixed Deposit :**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**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 31st March, 2015 has appointed Shri Maulik Anilkumar Bhavsar, practicing Company Secretary, Ahmedabad as Secretarial Auditor of the company, for conducting Secretarial Audit of the company for the financial year 2014-15. The Secretarial Audit Report for the Financial Year ended 31st March, 2015 is annexed herewith and marked as "Annexure – D".

Shri Maulik Anilkumar Bhavsar, practicing Company Secretary, Ahmedabad has been also appointed as Secretarial Auditor of the company, for conducting Secretarial Audit of the company for the financial year 2015-16 also in the Board meeting held on 30th August, 2015.

#### 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 :

##### Remarks of Secretarial Auditors:

1. Form regarding appointment of additional director, Form DIR 12 will be filed soon.
2. Form regarding appointment of Internal Auditor and Secretarial Auditor, Form MGT 14 will be filed soon.
3. The Company has not appointed Chief Financial Officer (CFO). The company is almost not doing any commercial activities and so as such, it does not require any such employee. Moreover the Company at present can not afford additional burden of salary of CFO. However the Company is in search of a CFO whose salary, the Company can bear. The Company will try its best to comply with the statutory requirement at earliest.

#### Details of Subsidiary/ Associate Companies :

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There is no subsidiary company within the meaning of section 2(87) of the companies Act, 2013.

#### Corporate Governance Report :

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

#### 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.

#### Registered Office :

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

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

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

Date : 30th August, 2015

Place : Ahemadabad

## ANNEXURE – A

## Extract of Annual Return in Form No. MGT 9 as on the financial year ended 31.03.2015

## 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				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	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/HUF		2600	2600	0.03		2600	2600	0.03	
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other									
<b>Sub-total (A) (1) :</b>		<b>2600</b>	<b>2600</b>	<b>0.03</b>		<b>2600</b>	<b>2600</b>	<b>0.03</b>	
<b>2) Foreign</b>									
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....									
<b>Sub-total (A) (2) :</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>		2600	2600	0.03		2600	2600	0.03	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI	150000		150000	1.49	150000		150000	1.49	
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1) :</b>	<b>150000</b>		<b>150000</b>	<b>1.49</b>	<b>150000</b>		<b>150000</b>	<b>1.49</b>	
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>	6100	6100	0.06		6100	6100	0.06		
i) Indian									
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3000	796500	799500	7.928	3000	796500	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	
<b>c) Others (specify)</b>									
<b>Sub-total (B)(2) :</b>	<b>3964100</b>	<b>5162500</b>	<b>9126600</b>	<b>90.499</b>	<b>3964100</b>	<b>5162500</b>	<b>9126600</b>	<b>90.499</b>	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4117100</b>	<b>5965100</b>	<b>10082200</b>	<b>99.97</b>	<b>4117100</b>	<b>5965100</b>	<b>10082200</b>	<b>99.97</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>4117100</b>	<b>5967700</b>	<b>10084800</b>	<b>100</b>	<b>4117100</b>	<b>5967700</b>	<b>10084800</b>	<b>100</b>	

## 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	
	<b>Total</b>	<b>2600</b>	<b>0.026</b>	<b>0</b>	<b>2600</b>	<b>0.026</b>	<b>0</b>	

## ii) Change in Promoters' Shareholding :

There is no change in Promoter's Shareholding during the year 2014-2015

## 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 Indebted- ness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	--	130000	--	130000
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>130000</b>	<b>--</b>	<b>130000</b>
<b>Change in Indebtedness during the financial year</b>				
» Addition	--	--	--	--
» Reduction	--	--	--	--
<b>Net Change</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	--	130000	--	130000
ii. Interest due but not paid	--	--	--	--
iii. Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>130000</b>	<b>--</b>	<b>130000</b>

**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	Not applicable	120000
	(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		--		--
	<b>Total</b>		<b>120000</b>		<b>120000</b>

**VII. Penalties / Punishment / Compounding of Offences :**

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

**Annexure - B**  
**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, 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.

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**Annexure-C**  
**RISK MANAGEMENT POLICY**

**1. Purpose :**

The purpose of the risk management committee of the Board of Directors shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environmental risks. The Committee shall monitor, approve and modify the risk policies as required.

**2. Constitution of the Committee :**

The risk management committee consisting of three non executive directors namely Mr. Parminder Sharma, Independent Director, Ms. Mamta Pachori, Independent Director and Mr. Surender Singh Bindra, Non Executive Director. Previously Mr. Harpal Singh Uppal, Independent Director was member of the committee. But he vacated his office w.e.f. 6th November, 2014 due to death. Ms. Mamta Pachori become member of the committee w.e.f. 31st March, 2015.

**3. Secretary :**

The Company Secretary shall act as Secretaries to the Committee.

**4. Meetings and Quorum :**

The committee shall meet at least two times in a year. Two members, being independent directors present shall form the quorum for the meeting of the committee

**5. Committee responsibilities and authority :**

The risk management committee shall review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company on half yearly basis.

The risk management committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

The committee will evaluate risk factors for locations related to prospective tenders and its financial implication.

The risk management committee shall make regular reports to the Board on half yearly basis. The Board shall review the performance of the risk management committee annually. The risk management committee may ask for any internal information from the management to make its job more effective. The risk management committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

**MANAGEMENT DISCUSSION AND ANALYSIS :**

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

**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.

**Annexure D**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015**  
**[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, 2015 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, 2015 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

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.

During the year under review, Ms. Mamta Pachori (DIN:05255258) was appointed as an additional director of the company w.e.f. 31st March, 2015 but necessary form has not been filed with the Registrar of Companies, Gujarat for her appointment as an additional director of the Company.

During the year under review, the company has not appointed any person as Chief Finance officer (CFO) of the Company.

During the year under review, the company has appointed an Internal Auditor in the company and also appointed Secretarial auditor for FY 2014-15 but necessary form was not filed with the Registrar of Companies, Gujarat.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 : 30.08.2015**  
**Place : Ahmedabad**

**For Maulik Bhavsar & Associates**

**Maulik Bhavsar**  
**Practicing Company Secretary**  
**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.

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### **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.

## REPORT ON CORPORATE GOVERNANCE

### 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 in which Two directors are independent directors. During the year ended on 31st March, 2015, the board met 6 times (as against the minimum requirement of 4 meetings) on the following dates, namely, 31.05.2014, 31.07.2014, 30.08.2014, 14.11.2014, 14.02.2015 and 31.03.2015 during the year. 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&ED	-	6	6	Yes	-	-	-
S. S. Bindra	NE&ID	-	6	4	No	-	-	-
Harpal Singh	NE&ID	-	3	2	No	-	-	-
Parminder Sharma	NE&D	-	6	6	Yes	-	-	-
Mamta Pachori	NE&ID	-	1	1	No			

C: Chairman, MD: Managing Director, ED: Executive 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 Company has an Audit Committee and the terms of reference are in conformity with the powers as stipulated in Clause 49III(C), the Role of the Audit Committee as laid down in Clause 49III (D) and Review of information pursuant to Clause 49III (E) of the revised Listing Agreement with the stock exchanges. 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. S. S. Bindra, Ms. Mamta Pachori and Mr. Parminder Sharma. Ms. Mamta Pachori is the new chairman of the audit committee. The company secretary acts as secretary to the audit committee. Mr. Harpal Singh Uppal was member and chairman of the committee but he vacated his office w.e.f. 06/11/2014 due to death. Ms. Mamta Pachori became member of the committee w.e.f. 31st March, 2015.

Five audit committee meetings were held during the year under review on 31st May, 2014; 31st July, 2014; 30th August, 2014, 14th November, 2014 and 14th February, 2015

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	5	3
Harpal Singh	3	3
Parminder Sharma	5	5
Mamta Pachori	0	0

#### 5. 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 Clause 49IV(B) of the revised Listing Agreement. 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

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

**2. Composition :**

The Nomination and Remuneration Committee comprises Directors consist of 2 (Two) independent directors and one non-executive director, namely, Mr. S. S. Bindra, Ms. Mamta Pachori and Mr. Parminder Sharma. Ms. Mamta Pachori is the new chairperson of the Nomination and Remuneration committee. The company secretary acts as secretary to the committee. Mr. Harpal Singh Uppal was member and chairman of the committee but he vacated his office w.e.f. 06/11/2014 due to death. Ms. Mamta Pachori became member of the committee w.e.f. 31st March, 2015.

Two Nomination and Remuneration Committee meetings were held during the year under review on 31st May, 2014; 30th August, 2014

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	2	0
Harpal Singh Uppal	2	2
Parminder Sharma	2	2
Mamta Pachori	0	0

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. Remuneration paid to key Managerial Personnel is shown in Annexure:A above.

**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 S.S. Bindra and Parminder Sharma. Mr. Amit Anand, Company Secretary is the Compliance officer. Mr. Harpal Singh Uppal was member and chairman of the committee but he vacated his office w.e.f. 06/11/2014 due to death. Parminder Sharma became member and chairman of the committee w.e.f. 14th November, 2014. 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 31st July, 2014 and 14th February, 2015. 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
Harpal Singh Uppal	1	1
Parminder Sharma	1	1

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

Year ended on 31 <sup>st</sup> March	Location	Date	Time	No. of Special Resolutions Passed
2012 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	29/09/2012	11:00 a.m	0
2013 AGM	Same as above	30/09/2013	11:00 a.m.	0
2014 AGM	Same as above	30/09/2014	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.

(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 :**

- (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) 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 :**

- (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, 2015 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 - First week of November, 2015
- \* 3rd quarter - First week of February, 2016
- \* 4th quarter - Last week of May, 2016
- \* AGM - September, 2016

**Book Closure date :**

The register of Members and Share Transfer Books shall remain closed from Wednesday, the 24th September, 2015 to Tuesday, 30th September, 2015 (both days inclusive).

<b>Dividend payment :</b>	No dividend
<b>Listing of Equity Shares :</b>	Ahmedabad Stock Exchange Limited (ASE); Bombay Stock Exchange Limited (BSE)

The company has paid annual listing fee to The Ahmedabad Stock Exchange in full and of Bombay Stock Exchange in part for the year 2014-2015 and has yet not paid listing fee for the year 2015-2016.

**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.

<b>Registrar and Transfer Agents :</b> <b>[For both physical &amp; demat segment]</b>	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
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<b>Compliance Officer :</b>	Mr. Amit R Anand, Company Secretary is the Compliance officer of the Company.
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<b>Registered Office :</b>	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006.
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**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, 2015 :**

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

## Shareholding Pattern by size as on 31st March, 2015 :

Sr. 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
	<b>Total</b>	<b>3516</b>	<b>10084800</b>	<b>100.00</b>

Status of Dematerialization of Share as of 31<sup>st</sup> March, 2014 :

The percentage of shareholding in dematerialized form is as follows :

In 2014-15 - 40.84 %      In 2013-14 - 40.84 %      In 2012-13 - 40.84 %

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

Place : Ahmedabad  
Date : 30th August, 2015

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

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

### ANNEXURE TO CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2015 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 in terms of the Listing Agreement entered with the Stock Exchanges.

Registered Office :  
501, Mahakant Building,  
Opp.: V. S. Hospital, Ashram Road,  
Ellisbridge, Ahmedabad 380006  
CIN : L24231GJ1995PLC025276  
Date : 30th August, 2015

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

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**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 31<sup>st</sup> March, 2015 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 carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and 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.

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 : 30th August, 2015**

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

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**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 31<sup>st</sup> March, 2015, 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 management and 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 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 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 are 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 2015, 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, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we further 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 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, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) 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 : 30<sup>th</sup> August, 2015**

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**Annexure referred to in Our Report of even date to the members of Omkar Pharmachem Limited on the accounts of the company for the year ended 31st March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, 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, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- ii. There was no inventory during the period
- iii. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.



- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- 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 is 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 and other material statutory dues, as applicable, with the appropriate authorities in India ;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
- (c) 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 reporting delay in transferring such sums does not arise.
- viii. Company does not have any accumulated losses, which are not less than fifty percent of its net worth.
- ix. According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of dues to bank or financial institution. Further, Company has not issued any debentures.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
- xi. In our opinion, and according to the information and explanations given to us, no term loan has been obtained by the Company.
- xii. 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, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

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

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

**Place : Ahmedabad  
Date : 30<sup>th</sup> August, 2015**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

PARTICULARS	NOTES	AS ON	
		31ST MARCH, 2015	31ST MARCH, 2014
<b>A. EQUITY AND LIABILITIES :</b>			
<b>1) SHAREHOLDERS' FUNDS :</b>			
a) Share Capital	1	100836750	100836750
b) Reserves and Surplus	2	-8099804	-7486618
c) Money received against share warrants		0	0
		<b>92736946</b>	<b>93350132</b>
<b>2) SHARE APPLICATION MONEY PENDING ALLOTMENT :</b>			
		0	0
<b>3) NON-CURRENT LIABILITIES :</b>			
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
		<b>130000</b>	<b>130000</b>
<b>4) CURRENT LIABILITIES :</b>			
a) Short-term Borrowings		0	0
b) Trade Payables	4	171255	98197
c) Other Current Liabilities	5	915000	915000
d) Short-term Provisions	6	85185	32688
		<b>1171440</b>	<b>1045885</b>
<b>TOTAL</b>		<b>94038386</b>	<b>94526017</b>
<b>B. ASSETS :</b>			
<b>1) NON-CURRENT ASSETS :</b>			
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
		<b>93129208</b>	<b>93142771</b>
<b>2) CURRENT ASSETS :</b>			
a) Current Investments		0	0
b) Inventories		0	0
c) Trade Receivables	10	745614	745614
d) Cash and Cash Equivalents	11	34172	508240
e) Short-term Loans and Advances		0	0
f) Other Current Assets	12	129392	129392
		<b>909178</b>	<b>1383246</b>
<b>TOTAL</b>		<b>94038386</b>	<b>94526017</b>

Significant Accounting Policies and Other Notes to Accounts 18

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 : 30/08/2015

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - 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, 2015	31ST MARCH, 2014
I) Revenue From Operations :	13	0	693916
Less : Excise duty		0	0
Revenue From Operation (Net)		0	693916
II) Other Income	14	0	3900
III) Total Revenue ( I + II )		<b>0</b>	<b>697816</b>
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	15	240000	220500
e) Financial cost	16	847	168
f) Depreciation and Amortization Expenses		0	0
g) Other Expenses	17	372339	436236
Total Expenses ( a + b + c + d + e + f + g )		<b>613186</b>	<b>658422</b>
V) Profit before exceptional and extraordinary items and tax ( III - IV )		<b>-613186</b>	<b>39394</b>
VI) Exceptional items		0	0
VII) Profit before extraordinary items and tax ( V - VI )		<b>-613186</b>	<b>39394</b>
VIII) Extra ordinary items		0	0
IX) Profit before tax ( VII - VIII )		<b>-613186</b>	<b>39394</b>
X) Tax Expenses :			
Provision for Tax		0	0
		<b>0</b>	<b>0</b>
XI) Profit for the period from continuing operations ( IX - X )		<b>-613186</b>	<b>39394</b>
XII) Profit from discontinuing operations		0	0
XIII) Tax Expenses of discontinuing operations		0	0
XIV) Profit from discontinuing operations (after tax) ( XII - XIII )		<b>0</b>	<b>0</b>
XV) Profit for the period ( XI + XIV )		<b>-613186</b>	<b>39394</b>
XVI) Earning per share :			
(1) Basic		-0.061	0.004
(2) Diluted		-0.061	0.004

## Significant Accounting Policies and Other Notes to Accounts 18

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 : 30/08/2015

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Amit R. Anand - Company Secretary

## CASH FLOW STATEMENT

PARTICULARS	AS ON 31ST MARCH, 2015	AS ON 31ST MARCH, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax and extra ordinary items	-613186	39394
Adjustment For :		
Depreciation	0	0
Net interest received	0	0
<b>Operating profit before working capital change</b>	<b>-613186</b>	<b>39394</b>
Adjustment For :		
Trade and other receivables	13563	256545
Trade payable & Advances received	125555	-111239
<b>Cash Generated from operation</b>	<b>-474068</b>	<b>184700</b>
<b>Cash flow before extra ordinary items</b>	<b>-474068</b>	<b>184700</b>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>-474068</b>	<b>184700</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
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
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>0</b>	<b>0</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES :</b>		
Repayment of short term loans	0	0
<b>NET CASH FLOW FROM FINANCIAL ACTIVITIES</b>	<b>0</b>	<b>0</b>
<b>TOTAL CASH FLOW</b>	<b>-474068</b>	<b>184700</b>
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :</b>		
<b>Opening Cash and Cash Equivalents</b>		
Cash on hand	5702	62324
Balances with Banks	502538	261216
<b>Closing Cash and Cash Equivalents</b>		
Cash on hand	5702	5702
Balances with Banks	28470	502538
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>-474068</b>	<b>184700</b>

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 : 30/08/2015

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Amit R. Anand - Company Secretary

**NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED ON 31ST MARCH, 2015**

PARTICULARS	AS ON 31ST MARCH, 2015	AS ON 31ST MARCH, 2014
<b>NOTE - 1 SHARE CAPITAL :</b>		
<b>a) AUTHORISED SHARE CAPITAL :</b>		
10500000 Equity Shares of Rs. 10/- each with voting rights	105000000	105000000
<b>b) ISSUED, SUBSCRIBED and PAID UP :</b>		
10084800 Equity Shares of Rs. 10/- each, fully paid up with voting rights	100848000	100848000
	<b>100848000</b>	<b>100848000</b>
<b>c) PAID UP CAPITAL:</b>		
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
	<b>100836750</b>	<b>100836750</b>
<b>1-A) Reconciliation of Share Capital :</b>		
(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)	<b>100833000</b>	<b>100833000</b>
(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)	<b>3750</b>	<b>3750</b>
<b>1-B) Details of paid up share capital in last five financial years</b>		
	<b>As year ended on</b>	
	<b>Current Year</b>	<b>Previous Year</b>
<b>i) 31-03-2014</b>		
(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
<b>ii) 31-03-2013</b>		
(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
<b>iii) 31-03-2012</b>		
(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
<b>iv) 31-03-2011</b>		
(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
<b>v) 31-03-2010</b>		
(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, 2015**

PARTICULARS	AS ON 31ST MARCH, 2015	AS ON 31ST MARCH, 2014
<b>NOTE - 2 RESERVES AND SURPLUS :</b>		
<b>a) Profit and Loss Account :</b>		
Opening Balance	-7486618	-7526012
Add : Current year	-613186	39394
Less : Provision for Tax	0	0
Closing Balance	<b>-8099804</b>	<b>-7486618</b>
<b>NOTE - 3 LONG TERM BORROWINGS :</b>		
<b>Unsecured :</b>		
a) From Directors	130000	130000
	<b>130000</b>	<b>130000</b>
<b>NOTES - 4 TRADE PAYABLES :</b>		
Dues to MSMED Creditors #	0	0
Dues to Others	171255	98197
# 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.	<b>171255</b>	<b>98197</b>
<b>NOTES - 5 OTHER CURRENT LIABILITIES :</b>		
Advances for Land	915000	915000
	<b>915000</b>	<b>915000</b>
<b>NOTE - 6 SHORT TERM PROVISIONS :</b>		
Salary Payable	83500	31000
TDS Payable	1685	1688
	<b>85185</b>	<b>32688</b>

**NOTE - 7 TANGIBLE ASSETS :**

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 31/03/2014 Rs.	Additions (Deductions) Rs.	As on 31/03/2015 Rs.	As on 31/03/2014 Rs.	Current Year Rs.	As on 31/03/2015 Rs.	As on 31/03/2015 Rs.	As on 31/03/2014 Rs.
1	Land	110700	0	110700	0	0	0	110700	110700
		110700	0	110700	0	0	0	110700	110700
	<b>Previous Year Rs.</b>	110700	0	110700	0	0	0	110700	110700

**NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED ON 31ST MARCH, 2015**

PARTICULARS	AS ON 31ST MARCH, 2015	AS ON 31ST MARCH, 2014
<b>NOTE - 8 NON-CURRENT INVESTMENTS :</b>		
<b>Non Trade Investment:[unquoted valued at cost]</b>		
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>
<b>NOTE - 9 OTHER NON-CURRENT ASSETS :</b>		
Loans and Advances	18503	32066
	<u>18503</u>	<u>32066</u>
<b>NOTE - 10 TRADE RECEIVABLES :</b>		
<b>(Unsecured, Unconfirmed and Considered doubtful)</b>		
Outstanding for more than six months	745614	745614
Others	0	274500
	<u>745614</u>	<u>745614</u>
<b>NOTE - 11 CASH AND CASH EQUIVALENTS :</b>		
Cash on hand	5702	5702
Balances with Banks	28470	502538
	<u>34172</u>	<u>508240</u>
<b>NOTE - 12 OTHER CURRENT ASSETS :</b>		
TDS Receivable	121885	121885
MAT Credit Receivable	7507	7507
	<u>129392</u>	<u>129392</u>
<b>NOTE - 13 REVENUE FROM OPERATIONS :</b>		
Commission Income	0	693916
	<u>0</u>	<u>693916</u>
<b>NOTE - 14 EMPLOYEE BENEFIT EXPENSES :</b>		
Interest	0	3900
	<u>0</u>	<u>3900</u>
<b>NOTE - 15 FINANCIAL COST :</b>		
Salary Exp.	240000	220500
	<u>240000</u>	<u>220500</u>
<b>NOTE - 16 FINANCIAL COST</b>		
	:	
Interest Exp.	126	309
Bank Charges	721	1377
	<u>847</u>	<u>1686</u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS  
FOR THE YEAR ENDED ON 31ST MARCH, 2015**

PARTICULARS	AS ON 31ST MARCH, 2015	AS ON 31ST MARCH, 2014
<b>NOTE - 17 OTHER EXPENSES :</b>		
Advertisement Exps.	37448	39996
Auditors Remuneration	16854	27000
C.S. Certificate Exp.	18000	19500
Dmat Charges	134832	134860
Fax Exp.	97	75
Listing Fees	89888	89888
Miscellaneous Exp.	200	822
Office Expenses	6000	6000
Postage & Courier Exp.	0	120
Postal Ballot Exp.	0	54006
Professional Fees	12000	0
Reg. A. D. Exp.	1073	1359
Rent Exp.	24000	12000
ROC Exp.	4850	2500
Stationery & Printing Exp.	19000	18000
Transport Allowance	6000	6000
Website Expense	2050	6000
XBRL Conversion Exp.	0	17978
Xerox Exp.	47	132
	<b>372339</b>	<b>436236</b>
<b>17-A) Payment to Auditors comprises of :</b>		
i) Fees for Company Audit work	15000	15000
ii) Fees for other work	0	12000
	<b>15000</b>	<b>27000</b>

**NOTE - 18 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 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.

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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 : 30/08/2015

For and on behalf of the Board

Anurag Sharma - Managing Director

Parmindar Sharma - Director

Amit R. Anand - Company Secretary

## OMKAR PHARMACHEM LIMITED

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

20th Annual General Meeting to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.00 a.m.  
at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006

### ATTENDANCE SLIP

Registered Folio No.: \_\_\_\_\_ (or)

Demat Account No.: \_\_\_\_\_ D.P. ID No.: \_\_\_\_\_

Name of the Shareholder : \_\_\_\_\_

I/we hereby certify that I am/we are Member/s/ Proxy of the Member/s of the Company holding \_\_\_\_\_ Shares.

\_\_\_\_\_  
Signature of Member/s/ Proxy

§ A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

§ Name of the Proxy in Block Letters \_\_\_\_\_  
(in case a Proxy attends the meeting)

§ Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

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## OMKAR PHARMACHEM LIMITED

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

20th Annual General Meeting to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.00 a.m.  
at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006

### PROXY FORM

I/We \_\_\_\_\_ \ of \_\_\_\_\_

Member / Members of Omkar Pharmachem Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_

of failing him/ her \_\_\_\_\_ of \_\_\_\_\_ as my/ our

Proxy to attend and vote for me/us on my/ our behalf at the 20<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015 at 11.00 a.m. at 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006 and at any adjournment thereof.

**Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2015.**

Ref. Folio No.: \_\_\_\_\_

Signature : \_\_\_\_\_

Demat Account No.: \_\_\_\_\_ D.P. ID N.: \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

§ The Proxy form should be signed by the member across the stamp.

§ A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Regd. Office, at least 48 before the time.

§ Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.