

**OMKAR
PHARMACHEM LIMITED**

**23rd ANNUAL REPORT
2017 - 2018**

: BOARD OF DIRECTORS :

Mr. ANURAG SHARMA MANAGING DIRECTOR
Mr. PARMINDER SHARMA DIRECTOR
Ms. MAMTA PACHORI INDEPENDENT DIRECTOR
Mr. JANAK RAJ INDEPENDENT DIRECTOR

: BANKERS :

ALLAHABAD BANK

: AUDITOR :

RAJESH J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS, AHMEDABAD

: CHIEF FINANCIAL OFFICER :

GAURAV KATHURIA

: COMPANY SECRETARY & COMPLIANCE OFFICER :

PANKAJ SINGH

: 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, GUJARAT.

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Third (23rd) Annual General Meeting** of the Members of the Company is scheduled to be held on **Saturday, the 29th day of September, 2018** at the registered office of the company at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006, Gujarat** at **11.30 a.m.** to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e audited Balance Sheet as at 31st March, 2018, Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anurag Sharma (DIN No. 02289261), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To fix the remuneration of **Rajesh J. Shah & Associates, Chartered Accountants**, Statutory auditor of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 19th Annual General Meeting held on 30th September 2014 in respect of appointment of **Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration Number 108407W)** till the conclusion of 24th Annual General Meeting, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the period commencing from 2018-19, until the conclusion of the 24th Annual General Meeting of the Company scheduled to be held in the year 2019.”

Registered Office:

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

Date : 03rd September, 2018
Place : Ahmedabad

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

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

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE.

EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS` NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.

- 2. The businesses set out in the Notice will be transacted through remote electronic voting system 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. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- 3. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd day of September, 2018 to 29th day of September, 2018 (both days inclusive).**
- 4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.**
- 5. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH. 13 as per rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.**
- 6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank account details to the Registrar and Share Transfer Agent/ Share Department of the Company.**
- 7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form in order to comply with the provisions of SEBI Act and rules and regulations made and/or Notification, Circulars issued there under, and also to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent, Alankit Assignments Limited for the same.**
- 8. 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.**

9. 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.
10. 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.
11. 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.
12. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2017-18 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Annual Report 2017-18 is being sent to all other members who have not registered their email address(es), physical copies of the Notice of the 23rd 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.
13. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for Financial Year 2017-2018 will also be available on the Company's website at www.omkarpharmachem.co.in for 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.
14. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
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. As required under Listing Regulations on General Meetings details in respect of directors seeking re-appointment at the AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
17. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location ("Remote E-voting") and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by "Remote E-voting". The company has engaged Central Depository Services (India) Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-voting") will be provided by CDSL.
 - II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their vote at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.
 - III. The process and manner for remote e-voting are as under:
 - (i) The voting period begins on Wednesday the 26th day of September 2018 from 9.00 A.M. and ends on

Friday the 28th day of September 2018 up to 5.00 P. M. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ on the cover of envelop of Annual Return, indicated in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for '**OMKAR PHARMACHEM LIMITED**' on which you choose to vote.
- (xiii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September 2018 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

- (a) The voting period begins on Wednesday the 26th day of September 2018 from 9.00 A.M. and ends on Friday the 28th day of September 2018 up to 5.00 P. M. During this period shareholders’ of the Company, holding shares, as on the cut-off date of 22nd September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The voting right of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 22nd September 2018.
- (c) Mr. Maulik Bhavsar, Practicing Company Secretary, (Membership No. : 31198) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
- (d) The results shall be declared forthwith upon receipt of the Scrutinizer’s Report. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.omkarpharmachem.co.in and its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.

18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
19. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 5.30 pm) on all working days, up to and including the date of Annual General Meeting of the Company.

Registered Office:

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

Date : 03rd September, 2018

Place : Ahmedabad

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

ANURAG SHARMA

Managing Director

(DIN: 02289261)

Address: A-727, Sarita Vihar,
New Delhi-110076

Additional Information on Director Recommended for Appointment/Re-Appointment as Required Under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by ICSI.

A	Name of the proposed director	Mr. Anurag Sharma
B	Age	60 Years
C	Education Qualification	M.com
D	First Appointment on the Board	07th November 2000
E	Shareholding in the Company	NIL
F	Relationship with the others Directors, Members and KMP	NIL
G	Number of Board Meeting attended during the financial year 2017-18	5
H	Experience	32 years of experience in Corporate Field
I	Remuneration	NIL
J	Terms and Condition of appointment	Same as set out in appointment letter
K	Other Directorships, Membership, Chairmanship of Committees	NIL

ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



DIRECTORS' REPORT

To
The Members of
Omkar Pharmachem Limited

The Directors of your Company have pleasure in presenting their Twenty Third Annual Report on the business and operations of the Company and Audited Accounts for the financial year ended 31st March 2018.

Amount in Rs.]

Particulars	For the year ended on 31st March,	
	2018	2017
Revenue from Operation	0	0
Profit/(Loss) before depreciation and exceptional items and taxation	(2504263)	(2101116)
Depreciation	25369	24344
Profit/(Loss) Before Taxation	(2529632)	2693840
Provision for Taxation	31018	488301
Profit/(loss) After Tax	(2560650)	2205539

Dividend:

No Dividend has been declared by the Company during the Financial Year.

Summary of Operations and State of Company's Affairs:

During the period under review, the turnover of the company is NIL and it has been recorded that from past few years company is in operation but due to adverse market situation and cut throat competition in Pharmaceuticals sector, no business opportunity is received by the company till date.

However, management of the Company is trying their level best to get some business projects and having continuous watch on market trends.

Further, our company is incorporated with the object of doing business of pharmaceuticals and chemical product.

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:

No amount has been transferred to Reserves during the year under review.

Transfer Of Unclaimed Dividend To Investor Education And Protection Fund:

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

Term Finance:

The Company has not obtained any term finance.

Extract of the Annual Return:

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

Change In Nature Of Business:

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

Number of Meetings of the Board:

Total Five (5) Board Meetings were held during the year under review. The complete details of meeting and the attendance of the Directors are mentioned in Corporate Governance Report.

Directors' Responsibility Statement:

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

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

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

Management Discussion and Analysis Report:

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

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

The Company's policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) and 178(4) of the Companies Act, 2013 is maintained by Company. Accordingly, Board based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. The Nomination and Remuneration Policy is available on Company's Website www.omkarpharmachem.co.in

Particulars of the Employee:

The Information required under section 197 of the Act read with rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 are given below:

- a. No remuneration was paid to the Directors; hence there is no such ratio of the remuneration of each director to the median remuneration of the employee of the Company.
- b. No remuneration was paid to the Directors, therefore the details of the percentage increase in remuneration of each director does not arise and also there is no increment in the remuneration paid to Chief Financial Officer and Company Secretary of the Company during the financial year.
- c. The percentage increase in the median remuneration of the employees in the financial year is: NIL
- d. The number of permanent employees on the rolls of the Company is 4.
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL
- f. Your Directors affirm that the remuneration paid to the employees and to Key Managerial Personnel was as per remuneration policy of the Company.
- g. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:
 1. Gaurav Kathuria (Chief Financial Officer)
 2. Pankaj Singh (Company Secretary)
 3. Mahesh Nagindas Pattani (Clerk)
 4. Mukesh Ratilal Shah (Peon)

Further There were no employees in the Company who was paid salary exceeding Rs. 1,02,00,000 per annum or Rs. 8,50,000/- per month.

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

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

Particulars of Contracts Or Arrangements Made With Related Parties:

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

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

The disclosure required in Section 134(3) (m) of the Companies Act, 2013 are as follows:

- a) **Conservation of energy** : There is no conservation of energy during the year under report
- b) **Technology absorption**: There is no technology absorption during the year under report
- c) **Foreign exchange earnings and Outgo**: The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: NIL

Corporate Social Responsibility:

The provisions of corporate social responsibility are not applicable to your Company.

Board Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations').

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Code of Conduct:

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

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

Directors and Key Managerial Person (KMP):

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

As per the Provision of the Companies Act, 2013 Mr. Anurag Sharma, who retires by rotation at the ensuing Annual General Meeting and being eligible, seeks reappointment. The Board recommends his appointment. The brief profile of Mr. Anurag Sharma and other related information has been detailed in the Notice of Annual General Meeting.

Mr. Pankaj Singh, Company Secretary, KMP and Compliance Officer of the Company resigned from the services of the Company, due to personal reasons w.e.f 2nd June, 2018. However, Mr. Pankaj Singh, joined the company again as the Company Secretary, KMP and Compliance Officer of the Company w.e.f from 02nd July, 2018.

Mr. Gaurav Kathuria continues to be the Chief Financial Officer of the company.

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

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

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

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

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

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. The Requirement to constitute Internal Complaints Committee (ICC) is not applicable on the Company, as the Company does not have more than 10 Workers.

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

No sexual harassment complaint has been received by the Company during the year 2017-18.

Vigil mechanism / Whistle Blower Policy:

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

Risk Management Policy:

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

Share Capital

During the year there is no change in the share capital of the company. Further the Company has not issued shares with differential voting rights, neither granted stock options nor sweat equity.

Share Registrar & Transfer Agent

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

Auditors

M/s. Rajesh J. Shah & Associates, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September 2014 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by members at every Annual General Meeting.

In accordance with the Companies Amendments Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

Secretarial Auditor:

In terms of section 204 of the Companies Act, 2013, the Board has appointed Shri. Maulik Bhavsar, practicing Company Secretary, Ahmedabad as Secretarial Auditor of the company, for conducting Secretarial Audit of the company. The Secretarial Audit Report for the Financial Year ended 31st March, 2018 is annexed herewith and marked as "Annexure – C".

Internal Auditor

M/s. V. R. Gopani & Co., Chartered Accountants, continued to be the Internal Auditor of the company.

Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by The Auditors

No qualifications, reservations, adverse remarks or disclaimers are made by the Statutory Auditor and Internal Auditor and Secretarial Auditor.

Corporate Governance Report

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

Certificate by Managing Director and Chief Financial Officer

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

Details of Holding/Subsidiary/ Associate Companies/Joint Venture

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

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 and no deposits are subsisting as on date.

Reporting Of Fraud By The Auditor

In terms of Section 134 (3) (ca) report by the Board of Directors is required to include the details in respect of frauds reported by auditors under sub-section 12 of section 143 other than those which are reportable to the Central Government. No such fraud was reported by the auditor.

Secretarial Standards

During the year under review, Company has complied with all the applicable provisions of secretarial standards issued by the Institute of Company Secretaries of India.

Cost Records

The Company is not required to maintain the cost records as specified by the central government under sub-section (1) of section 148 of the Companies Act 2013.

Business Responsibility Report:

Provisions of Business Responsibility Report are not applicable to the Company.

Indian Accounting Standards:

The financial statements for the financial year 2017-18 have been prepared in accordance with the applicable Indian Accounting Standards (IND-AS) and the corresponding figures for the previous year have been restated as per IND-AS for the purpose of comparison.

Acknowledgement:

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

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

Registered Office:

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

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

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

Date : 03rd September, 2018

Place : Ahemadabad

ANNEXURE – A**Form No. MGT-9****Extract of Annual Return****As on the financial year ended on March 31, 2018****[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****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 Tel: 079-26580892
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 and Associate Company.

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity) :**i) Category-wise Shareholding :**

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2017				No. of Shares held at the end of the year 31st March, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
1) Indian									
a) Individual/HUF	0	2600	2600	0.03	0	2600	2600	0.03	0
b) Central Govt	0		0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	2600	2600	0.03	0	2600	2600	0.03	0
2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0

i) Category-wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2017				No. of Shares held at the end of the year 31st March, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	2600	2600	0.03	0	2600	2600	0.03	0.00
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	6100	6100	.060	460	6100	6560	.065	+ .005%
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6900	794600	801500	7.948	16960	794600	811560	8.047	+ .099%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3962100	5162500	9124600	90.479	3951580	5162500	9114080	90.374	- .105%
c) Others (specify)	150000	0	150000	1.49	150000	0	150000	1.49	0
Corporate Bodies	150000	0	150000	1.49	150000	0	150000	1.49	
Sub-total (B)(2):-	4119000	5963200	10082200	99.97	4119000	5963200	10082200	99.97	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4119000	5963200	10082200	99.97	4119000	5963200	10082200	99.97	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4119000	5965800	10084800	100	4119000	5965800	10084800	100	0

ii) Shareholding of Promoter :

S. N.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01st April, 2017			Shareholding at the end of the year i.e. 31st March, 2018			% 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	0
2	Kaushikbhai M. Vora HUF	100	0.001	0	100	0.001	0	0
3	Dipakkumar M. Vora	100	0.001	0	100	0.001	0	0
4	Vaishali Kaushikbhai	100	0.001	0	100	0.001	0	0
5	Ashok Mulchandbhai Vora	100	0.001	0	100	0.001	0	0
6	Ashok. M. Vora HUF	100	0.001	0	100	0.001	0	0
7	Pankajbhai M. Vora	100	0.001	0	100	0.001	0	0
8	Shah Kaushik Ratilal	900	0.009	0	900	0.009	0	0
9	Shah Nayana Kaushik	600	0.006	0	600	0.006	0	0
10	Shah Kirtikumar Laxmichand	100	0.001	0	100	0.001	0	0
11	Shah Ajit Laxmichand	100	0.001	0	100	0.001	0	0
12	Shah Jayshree Ajit	100	0.001	0	100	0.001	0	0
13	Nirmalaben Ashokbhai	100	0.001	0	100	0.001	0	0
	Total	2600	0.026	0	2600	0.026	0	0

iii) Change in Promoters' Shareholding :

There is no change in Promoter's Shareholding during the year 2017-2018.

iv) 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 1st April 2017		Cumulative Shareholding during the year 31st March 2018	
		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	Shilendra Yadav	165000	1.64	165000	1.64
9	Raghuvveer 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 :

S. N.	Particulars	Shareholding at the beginning of the year 1st April 2017		Cumulative Shareholding during the year 31st March 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Parminder Sharma				
	At the beginning of the Year	35000	.34%	–	–
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	–	–	–	–
	At the end of the year	35000	.34%	–	–
2.	Janak Raj				
	At the beginning of the Year	65000	.64%	–	–
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	–	–	–	–
	At the end of the year	65000	64%	–	–

V. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
» Addition	–	2418197	–	2418197
» Reduction	–	–	–	–
Net Change	–	2418197	–	2418197
Indebtedness at the end of the financial year				
i. Principal Amount	–	2418197	–	2418197
ii. Interest due but not paid	–	–	–	–
iii. Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	2418197	–	2418197

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	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	Not applicable	359000	847000	1206000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-		-
2	Stock Option		-		-
3	Sweat Equity		-		-
4	Commission				
	- as % of profit		-		-
	- others, specify		-		-
5	Others, please specify		-		-
	Total		359000	847000	1206000

VII. Penalties / Punishment / Compounding of Offences :

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT /Court]	Appeal made. If any (give details)
A. Company					
- Penalty	NA	NA	NA	NA	NA
- Punishment	NA	NA	NA	NA	NA
- Compounding	NA	NA	NA	NA	NA
B. Directors					
- Penalty	NA	NA	NA	NA	NA
- Punishment	NA	NA	NA	NA	NA
- Compounding	NA	NA	NA	NA	NA
C. Other officer in default					
- Penalty	NA	NA	NA	NA	NA
- Punishment	NA	NA	NA	NA	NA
- Compounding	NA	NA	NA	NA	NA

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

Registered Office:

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

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

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

Date : 03rd September, 2018
Place : Ahmedabad

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

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

Industry structure and development

The Global Pharma Industry has fared well amidst the past economic downturns. In light of today's volatile marketplace, which is faced with economic, political and social challenges, this industry is faced with reform-driven pricing pressures and increased demand for value in innovation. Significant global unmet needs, aided by favourable demographic trends, make it likely that this industry would enjoy long term growth. Driven by the recent wave of innovative therapies approved by regulators, reports suggest that the global drug spending could be in trillions by 2022.

Globally, spending on healthcare correlates well with general economic strength of a country. Given the high contribution of the USA, Russia, Brazil and China in global growth of healthcare spending, coupled with pricing pressures in the United States and the unstable economic conditions in large emerging markets have led to a slowdown in the global marketplace. Strict measures taken by the governments with regards to health care budgets and/ or reductions in out-of-pocket expenditures in these countries have impacted the spending. Aging populations, rise of chronic diseases and the introduction of innovative and frequently expensive treatments (e.g., for cancer and Hepatitis C) are some of the main factors, which would continue to drive growth in health care spending.

However, many countries have taken steps to contain health care costs that includes price control, value-based pricing and reimbursement along with pro-generic and pro-biosimilar policies. Companies are responding to the current changing market dynamics and are trying to position themselves for continued growth through portfolio transformation, mergers and acquisitions (M&A), cost-cutting, sharpened focus on high-performing therapeutic areas (TAs) and on key geographic markets.

Overall Review, Opportunities and challenges

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

Outlook

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

Adequacy of Internal Controls

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

Segment wise Reporting

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

Human Resource Development

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

Discloser of Accounting Treatment

The financial statements for the financial year 2017-18 have been prepared in accordance with the applicable Indian Accounting Standards (IND-AS) and the corresponding figures for the previous year have been restated as per IND-AS for the purpose of comparison.

ANNEXURE – C**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018**

[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, 2018 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, 2018 according to the provisions of:

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

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

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

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

I further report that

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

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

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 : 03.09.2018
Place : Ahmedabad

Maulik Bhavsar
For Maulik Bhavsar & Associates
Practicing Company Secretary
Mem. No. 31198, CP No. 11591

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

Annexure-A

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.

ANNEXURE - D
REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE DISCLOSURE :

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

1. Company's Philosophy on Code of Governance :

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

2. Board of Directors :

The Board of Directors as on 31st March, 2018 comprised 4 Directors of which 1 executive director and 3 non-executive directors in which 2 directors are independent directors. During the year ended on 31st March, 2018, the board met 5 times (as against the minimum requirement of 4 meetings) during the year. The maximum time gap between any meetings was not more than one hundred twenty days. Further there is no relationship between the directors of the company.

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

Name	Category of membership	Other directorships and Chairmanships Committee member		
		Other Directorship	Committee Membership	Committee Chairmanship
Anurag Sharma	Executive, Managing Director	-	-	-
Parminder Sharma	Non-Executive Director	2	-	-
Mamta Pachori	Non-Executive, Independent Director	1	-	-
Janak Raj	Non-Executive, Independent Director	-	-	-

Name	Board Meetings					Last AGM
	30.05.2017	29.08.2017	14.09.2017	14.12.2017	14.02.2018	28.09.2017
Anurag Sharma	Yes	Yes	Yes	Yes	Yes	Yes
Parminder Sharma	Yes	Yes	Yes	Yes	Yes	Yes
Mamta Pachori	Yes	Yes	Yes	Yes	Yes	Yes
Janak Raj	Yes	Yes	Yes	Yes	Yes	Yes

a) Remuneration to Directors:

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

b) Details of shares of the Company held by the Directors as on March 31, 2018 are given below:

Name	Category	Number of equity shares
Mr. Parminder Sharma	Non-Executive Director	35000
Mr. Janak Raj	Non-Executive Independent Director	65000
Ms. Mamta Pachori	Non-Executive Independent Director	NIL

The details of the familiarization programme of the Independent Directors are available on the website of the Company www.omkarpharmachem.co.in

3. Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non Independent Directors and members of management, was held on 14th February, 2018, as required under Schedule IV to the Companies

Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

At the Meeting, the Independent Directors:

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

Further, Both the Independent Directors attended the Meeting of Independent Directors. Ms. Mamta Pachori chaired the Meeting.

4. Code of Conduct :

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

5. Audit Committee :

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

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment 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, if any.

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.

The Audit committee constituted by the Directors consist of 2 (Two) independent directors and 1 (one) non-executive non Independent director, namely, Mr. Janak Raj, Ms. Mamta Pachori and Mr. Parminder Sharma. Ms. Mamta Pachori is the chairman of the audit committee. The company secretary acts as secretary to the audit committee.

Four (4) audit committee meetings were held during the year under review on 30th May, 2017, 14th September, 2017; 14th December, 2017; and 14th February, 2018

Name of the Director	No. of meetings held	No. of meetings attended
Parminder Sharma	4	4
Mamta Pachori	4	4
Janak Raj	4	4

6. Nomination and Remuneration Committee

The Company has a Nomination and Remuneration Committee and the terms of reference of the Nomination and Remuneration Committee are in conformity with the role as stipulated in earlier Clause 49(IV) of the revised Listing

Agreement with Stock Exchanges and now under part D of Schedule II & Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference also fully conform to the requirements of Section 178 of the Companies Act, 2013.

The role of the Committee inter alia includes the following:

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

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

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

The Nomination and Remuneration Committee comprises Directors consist of 2 (Two) independent directors and 1 (one) non-executive non-Independent director, namely, Mr. Janak Raj, Ms. Mamta Pachori and Mr. Parminder Sharma. Ms. Mamta Pachori is the chairperson of the Nomination and Remuneration committee. The company secretary acts as secretary to the committee.

One (1) Nomination and Remuneration Committee meetings were held during the year under review on 29th August 2017.

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

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

Performance Evaluation Criteria of Independent Directors:

Pursuant to the Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, evaluation of Independent Directors was carried out by entire Board. Only the Independent Director being evaluated did not participate in the said evaluation discussion.

7. STAKEHOLDERS RELATIONSHIP COMMITTEE :

a) 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.

b) Composition :

The Committee comprises of Mr. Janak Raj and Parminder Sharma. The company secretary acts as secretary to the committee. Mr. Parminder Sharma is the chairman of the audit committee. One (1) Shareholder's Grievance committee meetings were held during the year under review on 29th August, 2018.

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

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

c) Name Designation and Address of Compliance Officer:

Mr. Pankaj Singh
Company Secretary and Compliance officer
Omkar Pharmachem Limited
A-136, Vivek Vihar, Phase-1, East Delhi,
New Delhi 110095.

d) Details of Investor Complaints Received and redressed during the year 2017-18 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL	NIL

8. General Body meetings :

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

Year ended on 31 st March	Location	Date	Time	No. of Special Resolutions Passed
2015 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	30/09/2015	11:00 a.m.	0
2016 AGM	Same as above	30/09/2016	11:00 a.m.	0
2017 AGM	Same as above	28/09/2017	11:00 a.m.	0

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

(ii) **Postal Ballot:** No Resolution was passed through Postal Ballot during the year under review.

9. 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 were no any transactions with any of the related parties during the year under review.
- (b) During the Financial Year 2015-16 Bombay Stock Exchange (BSE) has imposed penalty for Non- Compliances done by the Company such as non submission of certain documents after due date. The Company has paid all amount of Penalty as imposed by the BSE.
- (c) The board approved policy for related party transactions is uploaded on the website of the Company <http://www.omkarpharmachem.co.in>
- (d) The Board of Directors has adopted Whistle Blower Policy to enable Stakeholders (including Directors and Employees) to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics and also provide for direct access to the chairman of Audit Committee in exceptional cases. The policy provide adequate safeguard against victimization of Director(s)/employee(s). The Protected Disclosures, if any reported under this policy would be appropriately and expeditiously investigated by Ms. Mamta Pachori, Independent Director, being Chairman of the Audit Committee without interference from any Board Members. Your company hereby affirms that no Director/employee has been

denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy/ Vigil Policy has been disclosed on the company's website <http://www.omkarpharmachem.co.in>

- (e) The Company is complying with all the mandatory and non mandatory requirements of the Listing Regulations relating to Corporate Governance. And as per SEBI new listing regulations states that the non mandatory requirements may be implemented as per the discretion of the Company. Details of compliance of non-mandatory requirements are listed below:

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

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

- (f) Policy for determining material Subsidiaries is disclosed on the website of the Company <http://www.omkarpharmachem.co.in>. Further, Company does not have any subsidiary for the reporting period under review.
- (g) The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

10. Means of Communication :

- (a) The Quarterly, half-yearly and Annual results of the Company are published in English in the Business Standard, Ahmedabad and in Gujarati in Jai Hind, Ahmedabad. The Results are also displayed on the Company's <http://www.omkarpharmachem.co.in> Further no Press Releases made by the Company during the financial year under review and no such presentation has been made to institutional investors or to the analysts.

11. General Shareholder Information :

a) 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.

b) Annual General Meeting :

Date and Time : 29th September, 2018 at 11.30 a.m.
 Venue : 501, Mahakant Building,
 Opp. V. S. Hospital, Ashram Road,
 Ellisbridge, Ahmedabad – 380006, Gujarat.

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given herein and in the Annexure to the Notice of the AGM to be held on September 29, 2018.

c) Financial Year of the Company :

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

d) Book Closure date :

The register of Members and Share Transfer Books shall remain closed from 23rd day of September, 2018 to 29th day of September, 2018 (both days inclusive).

e) Dividend payment : No dividend

f) Listing of Equity Shares : **Bombay Stock Exchange Limited (BSE)**

Phiroz Jeejeebhoy Towers,
 Dalal Street, Mumbai- 400001.

earst while - **Ahmedabad Stock Exchange Limited (ASE);**
 Kamdhenu Complex, Opp. Sahjanand College,
 Panjra pole, Ahmedabad-380015.

The company has paid annual listing fee to The Bombay Stock Exchange for the financial Year 2018-19.

g) **Stock Market Data :**

earst while - Ahmedabad Stock Exchange : 42227

Bombay Stock Exchange : 532167

Stock Market Data : Hardly any trading of the shares took place during the period under Review.

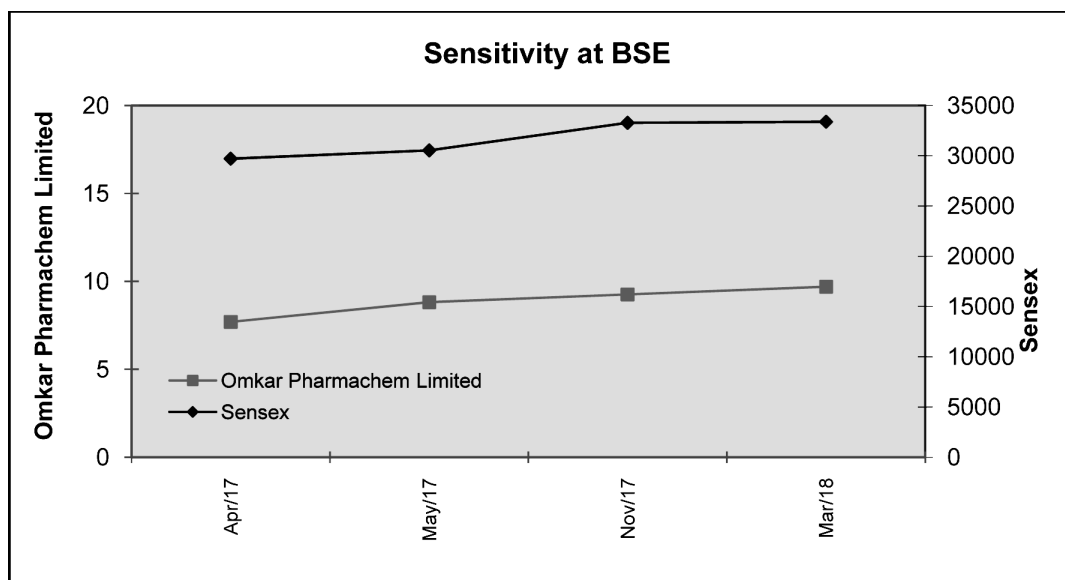
h) **Market price data high and low each month in the last financial year :**

The Shares of the Company are not frequently traded, however during the year under review shares of the Company are traded in some of the months. Details of which are as follows:

Months	High price	Low Price	Volume of Equity Shares
April 2017	8.40	7.00	14000
May 2017	8.82	8.82	1000
November 2017	9.26	9.26	3000
March 2018	10.20	9.21	3520

i) **Performance in comparison with broad based indices (BSE)**

The chart below shows performance of the Company's share price in comparison to broad based indices such as BSE Sensex. The Management cautions that the stock price movement shown in the graph below should not be considered indicative of potential future stock price performance.

j) **Registrar and Transfer Agents :
[For both physical & demat segment]**

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

k) **Share Transfer System :**

Documents for transfer of shares in physical form can be lodged with Alankit Assignments Limited, at its registered address. The transfers are normally processed within 10-15 days from the date of receipt, if the documents are complete in all respects.

l) **Registered Office :**

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

m) **Compliance Officer :**

Mr. Pankaj Singh, Company Secretary

n) **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.

o) **Distribution of Shareholding as on 31st March, 2018:**

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage (A+B+C)
(A)	Shareholding of Promoters and Promoter Group			
	(1) Indian	13	2600	0.026
	(2) Foreign	0	0	0.00
	Total Shareholding of Promoters and Promoter Group (A)	13	2600	0.026
(B)	Public Shareholding			
	(1) Institutional	0	0	0
	(2) Non-institutional	3508	10082200	99.974
	Total Public Shareholding (B)	3508	10082200	99.974
(C)	Shares held by custodian against which Depository Receipts have been issued (C)	0	0	0.00
	Total (A + B + C)	3521	10084800	100.00

p) **Shareholding Pattern by size as on 31st March, 2018:**

Sr. No.	Category of Shares	No. of Shareholders	Total No. of Shares	Percentage of Total Shares
1	1 – 100	2655	265410	2.63
2	101 – 500	470	142800	1.416
3	501 – 1000	158	149860	1.486
4	1001 – 5000	97	235100	2.331
5	5001 – 10000	4	27550	0.273
6	10001 – 20000	19	356500	3.535
7	20001 – 30000	28	765000	7.586
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	4840080	47.994
	Total	3521	10084800	100.00

q) **Dematerialisation of shares and liquidity:**

The Company's shares are traded in dematerialized form on BSE. Equity shares of the Company representing 40.84% of the Company's equity share capital are dematerialized as on March 31, 2018.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE501C01015.

r) **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2018, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

s) **Plant locations:**

The Company does not have any Manufacturing Plant or Unit.

Investor correspondence address :

Omkar Pharmachem Limited
501, Mahakant Building, Opp.: V. S. Hospital, Ashram Road,
Ellisbridge, Ahmedabad 380006
Tel- 079-26580892
Email Id- investors.opl@gmail.com
Website- <http://www.omkarpharmachem.co.in>

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

Registered Office:

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

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

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

Date : 03rd September, 2018

Place : Ahmedabad

**ANNEXURE - E
CEO / CFO CERTIFICATION**

To the Board of Directors
OMKAR PHARMACHEM LIMITED

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

- a) We have reviewed financial statements and the Cash flow Statement of the Company for the year 2017–18 and to the best of our knowledge and belief state that:
- i) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these financial statements together present a true and fair view of the company's affairs; the financial condition, and cash flows of the Company; and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operations of such internal controls.
- d) We have indicated to the auditors and the Audit Committee:
- i) That there are no significant changes in internal control over financial reporting during the year.
 - ii) That there are changes in accounting policies during the year on account of Ind AS adoption and that the same have been disclosed in the notes to the financial statements; and
 - iii) That there are no instances of significant fraud of which we have become aware.
- e) We affirm that we have not denied any personnel, access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- f) We further declare that all Board members and senior management personnel have affirmed compliance with the code of conduct of the Company for the year covered by this report.

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

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

Place : Ahmedabad
Date : 03rd September, 2018

Independent Auditor's Certificate on Corporate Governance

To,
The members of Omkar Pharmachem Limited

1 We, Rajesh J. Shah & Associates, Chartered Accountants, the statutory auditors of Omkar Pharmachem Limited (The "Company") have examined the compliance of conditions of Corporate Governance by the Company for the year ended on 31st March, 2018 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (the Listing Regulations)

Managements Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

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

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

7. Based on our examination of the relevant records and according to the information and explanations provided to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2018

8. We 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

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

Place : Ahmedabad
Date : 03rd September, 2018

To the Members of Omkar Pharmachem Limited**Report on the Ind AS financial statements**

We have audited the accompanying Ind AS financial statements of Omkar Pharmachem Limited (“the Company”) which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Statement of change in equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information

Management’s Responsibility for the Ind AS financial statements

The Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (‘the act’) with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in Equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give 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 Ind AS 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 and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company’s management and Board of Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 2018, its Loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors of the company as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - 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.
2. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the Annexure B, a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

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

Place : Ahmedabad
Date : 30th May, 2018

ANNEXURE - A

(Referred to in Paragraph 1(f) under “Report on the Legal and Regulatory Requirement “section of our report to the members of Omkar Pharmachem Limited of even date.)

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

We have audited the internal financial controls over financial reporting of Omkar Pharmachem Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Place : Ahmedabad
Date : 30th May, 2018

ANNEXURE - B

The Annexure referred to in Independent Auditors' Report to the members of Omkar Pharmachem Limited on the Ind AS financial statements for the year ended March 31, 2018, we report that:

- i.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The company has a program of verification to cover all the items of fixed Assets in a phased manner which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program fixed assets were physically verified by the management during the year .According to the information and explanation given to us no material discrepancies were noticed on such physical verification.
 - c) There is no immoveable property held by the company.
- ii. There was no inventory during the period.
- iii. As explained to us, the company had not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Act.
- iv. According to the Information and explanation given to us, no loans, investments, guarantees, and security have been given to directors by the company. Hence, the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable on the company.
- v. The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, provisions of clause 3(v) of the order are not applicable to the company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act for the business activities to be carried out by the company. Thus reporting under clause 3(vi) of the order is not applicable to the company.
- vii.
 - a) According to the information and explanations given to us and based on the records of the company examined by us, the company has generally been regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance,

Income-tax, Sales-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other material statutory dues were in arrears, as at 31st March, 2018 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and cess etc. which have not been deposited on account of any dispute.
- viii. According to information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or debenture holders during the year. Accordingly paragraph 3 (viii) of the Order is not applicable.
- ix. In our opinion, and according to the information and explanations given to us, the company has not raised moneys by way of public offer (including debt instrument) or further public offer and term loans during the period. Accordingly this para is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. No managerial remuneration has been paid or provided.
- xii. The company is not a Nidhi Company and hence, reporting under clause 3(xii) of the order is not applicable to the company.
- xiii. There are no related party transactions during the period.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, hence reporting under clause 3(xiv) is not applicable to the company.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of section 192 of Companies Act, 2013 are not applicable to the company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

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

Place : Ahmedabad
Date : 30th May, 2018

OMKAR PHARMACHEM LIMITED

CIN: L24231GJ1995PLC025276,

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

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

BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	NOTES	AS ON 31-03-2018 Rs.	AS ON 31-03-2017 Rs.	AS ON 01-04-2016 Rs.
A. ASSETS				
1) NON CURRENT ASSETS				
a) Property, plant and equipment	2	64,637	31,656	110,700
b) Capital work-in-progress		-	-	-
c) Investment Property		-	-	-
d) Goodwill		-	-	-
e) Other Intangible assets		-	-	-
f) Biological assets other than bearer plants		-	-	-
g) Financial assets				
- Non-Current investments		-	-	-
- Investment in Equity Instrument	3	93,000,005	93,000,005	93,000,005
- Long-term loans and advances		-	-	-
i) Deferred tax assets (net)	4	2,107	2,638	-
j) Other non-current assets	5	18,503	18,503	18,503
		93,085,252	93,052,802	93,129,208
2) CURRENT ASSETS				
a) Inventories		-	-	-
b) Financial assets				
- Current investments		-	-	-
- Trade and other receivables	6	745,614	745,614	745,614
- Cash and cash equivalents	7	201,755	512,383	3,319,940
- Short-term loans and advances		-	-	-
c) Assets for current tax (net)		-	-	-
d) Other current assets	8	-	-	7,507
3) Non-current assets classified as held for sale		-	-	-
		947,369	1,257,997	4,073,061
TOTAL		94,032,621	94,310,799	97,202,269
B. EQUITY AND LIABILITIES				
1) Equity :				
a) Equity share capital	9	100,836,750	100,836,750	100,836,750
b) Other equity				
- Equity component of other financial instrument	-	-	-	-
- Retained earnings	10	(9,625,685)	(7,065,035)	(9,270,574)
- Reserves		-	-	-
- Reserves representing unrealised gains/ losses-		-	-	-
- Other reserves		-	-	-
c) Money received against share warrants		-	-	-
d) Others		-	-	-
		91,211,065	93,771,715	91,566,176
2) Share application money pending allotment		-	-	-

(Contd. on next page)

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BALANCE SHEET AS AT 31ST MARCH, 2018 (Contd....)

PARTICULARS	NOTES	AS ON 31-03-2018 Rs.	AS ON 31-03-2017 Rs.	AS ON 01-04-2016 Rs.
B. EQUITY AND LIABILITIES (Contd.....)				
3) Non-current liabilities				
a) Financial liabilities				
- Long term borrowings		-	-	-
- Other financial liabilities		-	-	-
b) Long-term provisions		-	-	-
c) Deferred tax liability (Net)		-	-	-
c) Other non-current liabilities		-	-	-
		-	-	-
4) Current Liabilities				
a) Financial liabilities				
- Borrowings	11	2,418,197	-	-
- Trade and other payables	12	189,037	315,386	443,823
- Other financial liabilities	13	142,500	154,873	200,677
b) Short-term provisions	14	43,558	56,751	43,558
c) Other current liabilities	15	28,264	12,074	4,948,035
d) Liabilities for current tax (net)		-	-	-
		2,821,556	539,084	5,636,093
5) Liabilities associated with group(s) of assets held for disposal				
		-	-	-
TOTAL		94,032,621	94,310,799	97,202,269

Notes to Financial Statements and Significant Accounting Policies

1

Above notes are an integral part of the financial Statements.

As per our Report of even date
For Rajesh J. Shah & Associates
Chartered Accountants
FRN 108407W

For and on behalf of the Board

(Rajesh J. Shah)
Partner
Mem. No. 040268Anurag Sharma
Managing Director
DIN: 02289261
A727, Sarita Vihar,
New Delhi 110076Parminder Sharma
Director
DIN: 00176300
B-31/H.No.1743,
Sector-32A,
Urban State
CHD Road,
Ludhiana 141001Gaurav Kathuria
Chief Financial Officer
PAN: BGXPK3547A
S-59, Gali No-2,
Block S
South Anarkali,
Krishna Nagar
Delhi 110051Pankaj Singh
Company Secretary
PAN: CMLPS0551B
A-136, Vivek Vihar,
Phase-1, East Delhi,
New Delhi 110095Place : Ahmedabad
Date : 30-05-2018

OMKAR PHARMACHEM LIMITED

CIN: L24231GJ1995PLC025276,

Email: investors.opl@gmail.com, website: www.omkarpharmachem.co.in, Ph.:079-26580892
501, MAHAKANT BUILDING, OPP. V. S. HOSPITAL, ASHRAM ROAD, ELLISBRIDGE, AHMEDABAD - 380006.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2018

PARTICULARS	NOTES	2017-2018	2016-2017
		Rs.	Rs.
I) Revenue From Operations		-	-
II) Other Income	16	-	54,533
III) Total Revenue (I + II)		-	54,533
IV) Expenses :			
a) Cost of material consumed		-	-
b) Purchase of Stock-in-trade		-	-
c) Changes in Inventories of Finished Goods, WIP and Stock-in trade		-	-
d) Employee benefits expense	17	1,398,500	1,369,500
e) Finance cost	18	137,175	1,523
f) Depreciation and Amortization Expense		25,369	24,344
g) Other Expenses	19	968,588	784,626
Total Expenses (a + b + c + d + e + f + g)		2,529,632	2,179,993
V) Profit(Loss) before exceptional items and tax (III - IV)		(2,529,632)	(2,125,460)
VI) Exceptional items	20	-	4,819,300
VII) Profit(Loss) before tax (V + VI)		(2,529,632)	2,693,840
VIII) Tax Expenses			
Current Tax		--	490,939
Deferred Tax		531	(2,638)
Tax For Earlier Years		30,487	-
		31,018	488,301
IX) Profit(Loss) for the period (VII - VIII)		(2,560,650)	2,205,539
X) Other comprehensive income		-	-
XI) Total comprehensive income for the period (IX + X)		(2,560,650)	2,205,539
XII) Earning per share			
(1) Basic		(0.25)	0.22
(2) Diluted		(0.25)	0.22

Notes to Financial Statements and Significant Accounting Policies

1

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

(Rajesh J. Shah)

Partner

Mem. No. 040268

For and on behalf of the Board

Anurag Sharma

Managing Director

DIN: 02289261

A727, Sarita Vihar,
New Delhi 110076

Parminder Sharma

Director

DIN: 00176300

B-31/H.No.1743,
Sector-32A,

Urban State

CHD Road,

Ludhiana 141001

Gaurav Kathuria

Chief Financial Officer

PAN: BGXPK3547A

S-59, Gali No-2,
Block S

South Anarkali,

Krishna Nagar

Delhi 110051

Pankaj Singh

Company Secretary

PAN: CMLPS0551B

A-136, Vivek Vihar,
Phase-1, East Delhi,

New Delhi 110095

Place : Ahmedabad

Date : 30-05-2018

OMKAR PHARMACHEM LIMITED

CIN: L24231GJ1995PLC025276,

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

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CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2018

PARTICULARS	NOTES	2017-2018 Rs.	2016-2017 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax and exceptional items		(2,529,632)	(2,125,460)
Adjustment For :			
Depreciation		25,369	24,344
Net interest paid (received)		131,330	(53,010)
Operating profit before working capital change		(2,372,933)	(2,154,126)
Adjustment For :			
Trade and other receivables		—	—
Trade payable & Advances received		(122,532)	(5,110,202)
Cash Generated from operation		(2,495,465)	(7,264,328)
Cash flow before extra ordinary items		(2,495,465)	(7,264,328)
(Less) Income Tax Paid including Advance Tax/TDS less refund		(43,680)	(470,239)
NET CASH FLOW FROM OPERATING ACTIVITIES		(2,539,145)	(7,734,567)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Sale of Property, plant and equipment (Land)		—	4,930,000
Sale of Investment		—	—
Purchase of Property, plant and equipment		(58,350)	(56,000)
NET CASH USED IN INVESTING ACTIVITIES		(58,350)	4,874,000
C. CASH FLOW FROM FINANCIAL ACTIVITIES			
Interest received/(paid)		(131,330)	53,010
Short Term Borrowings		2,418,197	—
NET CASH FLOW FROM FINANCIAL ACTIVITIES		2,286,867	53,010
TOTAL CASH FLOW		(310,628)	(2,807,557)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :			
Opening Cash and Cash Equivalents			
Cash on hand		25,051	24,237
Balances with Banks		487,332	3,295,703
Closing Cash and Cash Equivalents	7		
Cash on hand		19,211	25,051
Balances with Banks		182,544	487,332
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS		(310,628)	(2,807,557)
Notes to Financial Statements and Significant Accounting Policies	1		

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

For and on behalf of the Board

(Rajesh J. Shah)

Partner

Mem. No. 040268

Anurag Sharma

Managing Director

DIN: 02289261

A727, Sarita Vihar,

New Delhi 110076

Parminder Sharma

Director

DIN: 00176300

B-31/H.No.1743,

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Gaurav Kathuria

Chief Financial Officer

PAN: BGXPK3547A

S-59, Gali No-2,

Block S

South Anarkali,

Krishna Nagar

Delhi 110051

Pankaj Singh

Company Secretary

PAN: CMLPS0551B

A-136, Vivek Vihar,

Phase-1, East Delhi,

New Delhi 110095

Place : Ahmedabad

Date : 30-05-2018

OMKAR PHARMACHEM LIMITED

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

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2018

(All amounts in Rs.)

Equity share capital :

	Opening balance as at 1 April 2017	Changes in equity share capital during the year	Closing balance as at 31 Mar 2018
Equity shares of Rs. 10/- each	100,836,750	–	100,836,750
	100,836,750	–	100,836,750
	Opening balance as at 1 April 2016	Changes in equity share capital during the year	Closing balance as at 31 Mar 2017
Equity shares of Rs. 10/- each	100,836,750	–	100,836,750
	100,836,750	–	100,836,750

Other Equity :

	Opening balance as at 1 April 2017	Changes in accounting policy/prior period errors	Restated balance as at 1 April 2017	Total compre- hensive income for the year	Dividends	Transfer to retained earnings	Any other change	Closing balance as at 31 Mar 2018
Retained Earnings	(7,065,035)	--	(7,065,035)	(2,560,650)	--	(2,560,650)	--	(9,625,685)
Reserves representing unrealised gains/ losses	--	--	--	--	--	--	--	--
Total reserves	(7,065,035)	--	(7,065,035)	(2,560,650)	--	(2,560,650)	--	(9,625,685)
Retained Earnings	(9,270,574)	--	(9,270,574)	2,205,539	--	2,205,539	--	(7,065,035)
Reserves representing unrealised gains/ losses	--	--	--	--	--	--	--	--
Total reserves	(9,270,574)	--	(9,270,574)	2,205,539	--	2,205,539	--	(7,065,035)

Above notes are an integral part of the financial Statements.

As per our Report of even date
For Rajesh J. Shah & AssociatesChartered Accountants
FRN 108407W(Rajesh J. Shah)
Partner
Mem. No. 040268

For and on behalf of the Board

Anurag Sharma
Managing Director
DIN: 02289261
A727, Sarita Vihar,
New Delhi 110076Parminder Sharma
Director
DIN: 00176300
B-31/H.No.1743,
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Krishna Nagar
Delhi 110051Pankaj Singh
Company Secretary
PAN: CMLPS0551B
A-136, Vivek Vihar,
Phase-1, East Delhi,
New Delhi 110095Place : Ahmedabad
Date : 30-05-2018

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018**NOTE - 1 - BACKGROUND AND OPERATIONS**

Omkar Pharmachem Limited (the company) is a domestic public limited company with registered office situated at 501, Mahakant Building, Opp: V.S.Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006 and is listed on the Bombay Stock Exchange Limited (BSE), Ahmedabad Stock Exchange (ASE). The company has not done any commercial activity during the year.

NOTE - 2 - SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**(a) Statement of Compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards notified by the Central Government under section 133 of the companies Act, 2013 as companies (Indian Accounting Standards) Rules, 2015. Upto the Year ended on March 31, 2017 the company prepared its financial statements in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the companies Act, 2013 read with rule 7 of the companies (Accounts) Rules, 2014. These are Company's first Ind AS Financial statements. The date of transition is April 1, 2016.

(b) Basis of preparation

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost bases as the company does not have any financial asset or liability which is required to be measured on fair value basis in accordance with the Indian Accounting standards. These financial statements have been prepared in accordance with the Indian Accounting Standards (Hereinafter referred as 'Ind AS' as notified by Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The company has uniformly applied the accounting policies during the periods presented.

These financial statements for the year ended 31st March, 2018 are the first financial statements which the company presented in accordance with Ind AS. For all periods up to and including the year ended 31st March 2017, the company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP), which have been adjusted for the differences, if any, in the accounting principles adopted by the company on transition to Ind AS. For the purpose of comparatives, financial statements for the year ended on 31st March, 2017 and opening balance sheet as at 1st April, 2016 are also prepared as per Ind AS.

Current versus Non-current classification:

The company presents assets and liabilities in statement of financial position based on current / noncurrent classification.

The company has presented non- current and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of the companies Act, 2013 notified by MCA.

An asset is classified as current when it is :

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is

- a) Expected to be settled in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and

cash equivalents. Assets and liabilities are classified as current to the extent they are expected to be realized / are contractually repayable within 12 months from the Balance Sheet date and as non-current, in other cases. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(c) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions about significant are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future period affected.

(d) Revenue Recognition

Revenue is to be measured at fair value of consideration received or receivable.

Revenues are recognized when collectability of the resulting receivable is reasonable assured.

During the financial year the company did not undertaken any commercial activity therefore, no revenue has been recognised during the year.

(e) Cost Recognition

Cost and expenses are recognized when incurred and are classified according to their nature.

(f) Provisions and contingencies

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and an reliable estimate can be made of the amount to the obligation. If the time value of money is material, provisions are discounted using equivalent period government security interest rate. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not only within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to Financial Statement. Contingent assets are not recognized. However, when the realisation of income is reasonable certain, then the related asset in no longer a contingent asset, but it is recognized as an asset.

(g) Foreign Currency

No Foreign Currency transactions were entered by the Company during the financial year.

(h) Income Taxes

Income tax expenses comprise current and deferred taxes. Income tax expense is recognized in the statement of Profit and Loss except when they relate to items that are recognized outside profit or loss, in which case tax is also recognized outside profit or loss.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are set off, and presented as net.

Deferred tax is recognized on difference between the carrying amount of asset and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are set off and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient profits will be available against which the temporary differences can be utilised.

Deferred tax asset in respect of its brought forward losses are not recognised as the company does not fore see to have profit to absorb the said carried forward losses in near future.

(i) Earnings Per Share

Basic Earnings per share has been computed by dividing profit/loss for the year by the weighted average number of

shares outstanding during the year. Diluted Earnings per share has been computed using weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Net Profit (Loss)	(25,60,650.00)	22,05,539.00
No. of Equity shares	100,83,675	100,83,675
EPS	(.25)	.22

(j) Inventories

During the financial year the company did not undertaken any commercial activity therefore there is no inventory as at the end of the financial year.

(k) Property, Plant and Equipment

On transition to Ind AS, the company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as deemed cost at the transition date viz. April 1, 2016.

Property, plant and equipment are stated at their cost of acquisition / construction, net of accumulated depreciation and impairment losses, if any. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Borrowing cost directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for intended use.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in statement of profit and loss.

Property, plant and equipment are depreciated on the basis of useful life of asset as specified in Schedule II of the companies Act, 2013.

(l) Employee Benefit Expense

(a) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus etc. are recognized in the profit and loss account.

(b) Gratuity benefit, if any, is to be accounted for as and when statutory liability arises.

(m) Dividends

There has been no dividend declared by the board for the current financial year.

(n) Segment

The company is Operating in one segment only and therefore in the context of Ind AS 108-“Operation Segment reporting” no segment reporting is required.

(o) Investment in Subsidiaries, Joint Ventures and Associates

The company does not have any subsidiary, Joint venture or Associate.

(p) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset on one entity and a financial liability or equity instrument of another entity

a) Financial Asset

I. Equity Investments

All equity investments other than investment in subsidiaries, joint venture and associates are measured at amortised cost deemed to be the fair value of the Investment. Equity instruments which are held for trading are classified as at FVTPL. For all equity instruments, the company decides to classify the same either as at fair value through other comprehensive income (OCI) or FVTPL. The company makes such election on an instruments-by-instruments basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instruments as at FVTOCI, then all fair value changes on the instruments are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of such instruments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

II. Impairment of financial assets

The company applies "simplified approach" measurement and recognition of impairment loss on the following financial asset and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits and bank balances.
- Trade receivables

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

b) Financial Liabilities

I. Classification

The company classifies all financial liabilities as subsequently measured at amortized cost.

II. Recognition and measurements

All financial liabilities are recognized initially at directly attributable transaction costs.

c) De-recognition of Financial assets and Financial liabilities

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires, or when it transfer the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

(q) Borrowing Costs

Borrowing costs relating to construction of qualifying asset under project are capitalized till the time all substantial activities necessary to prepare the qualifying assets project for their intended use or sale as the case may be are complete. A qualifying asset is one that necessarily takes substantial period or time to get ready for its intended use / sale. All other borrowing costs not eligible for inventory/ capitalization are charged to revenue.

(r) Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

(s) Related party transaction

In accordance with the requirements of IND AS 24, on related party disclosure

a) Key Managerial person

- i. Anurag Sharma (Managing Director)
- ii. Gaurav Kathuria (Chief Financial Officer)
- iii. Pankaj Singh (Company Secretary)

b) Related party transaction

Remuneration to Key Managerial Person	
Name	Remuneration paid
Gaurav Kathuria	8,47,000
Pankaj Singh	3,59,000

(t) Financial risk management

The company has exposure to the following risk arising from financial instruments.

- Credit risk
- Liquidity risk, and
- Market risk

i) Credit Risk

Credit risk is the risk that a counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss.

Credit risk on its receivables is recognised on the statement of financial position at the carrying amount of those receivable assets, net of any provisions for doubtful debts. Receivable balances and deposit balances are monitored on a monthly basis with the result that the company's exposure to bad debts is not considered to be material.

The company has no significant concentrations of credit risk. It has policies in place to ensure that sales transactions are made to customers with an appropriate credit history. The company does not have any credit risk outside India.

ii) Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time, or at a reasonable price. In addition, processes and policies related such risk are overseen by senior management. Management monitors company's net liquidity position rolling forecasts on the basis of expected cash flows.

iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instrument affected by market risk include loans and borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

iv) Capital management

For the purpose of the company's capital management, capital includes issued capital and other equity. The primary objective of the company's capital management is to maximize shareholders value. The company manages its capital structure and makes adjustment in the light of changes in economic environment and requirements of the financial covenants.

The company monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Noncurrent borrowings	-	-	-
Current borrowings	24,18,197	-	-
Gross Debt	24,18,197	-	-
Less: Cash and Cash equivalents	2,01,755	NA	NA
Less: Other Bank Deposits	-	NA	NA
Adjusted Net Debt	22,16,442	NA	NA
Total equity	9,12,11,065	NA	NA
Adjusted net debt to adjusted equity ratio	0.0243	NA	NA

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

NOTE - 2 - PROPERTY, PLANT AND EQUIPMENT

Sr. Particulars No.	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01-04-2017	Additions (Deductions)	As on 31-03-2018	As on 01-04-2017	Additions (Deductions)	As on 31-03-2018	As on 31-03-2018	As on 31-03-2017	As on 01-04-2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1 Laptop	38,000	-	38,000	18,543	12,288	30,831	7,169	19,457	(12,288)
2 Mobile	18,000	31,500	49,500	5,801	10,711	16,512	32,988	12,199	20,789
3 Printer	-	26,850	26,850	-	2,370	2,370	24,480	-	24,480
	56,000	58,350	114,350	24,344	25,369	49,713	64,637	31,656	32,981
Previous Year	110,700	(54,700)	56,000	-	24,344	24,344	31,656	110,700	110,701

Sr. Particulars No.	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01-04-2016	Additions (Deductions)	As on 31-03-2017	As on 01-04-2016	Additions (Deductions)	As on 31-03-2017	As on 31-03-2017	As on 31-03-2016	As on 01-04-2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1 Land	110,700	(110,700)	-	-	-	-	-	110,700	110,700
2 Laptop	--	38,000	38,000	--	18,543	18,543	19,457	--	--
3 Mobile	--	18,000	18,000	--	5,801	5,801	12,199	--	--
	110,700	(54,700)	56,000	--	24,344	24,344	31,656	110,700	110,700
Previous Year	110,700	--	110,700	--	--	--	110,700	110,700	110,700

PARTICULARS	AS ON 31-03-2018 Rs.	AS ON 31-03-2017 Rs.	AS ON 01-04-2016 Rs.
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NOTE - 3 - NON CURRENT INVESTMENT

Non Trade Investment: [unquoted valued at cost]

A.B. Sugars Ltd. - 2657143 [Previous year 2657143 equity Shares of Rs.10 each at a premium of Rs. 25	93,000,005	93,000,005	93,000,005
	93,000,005	93,000,005	93,000,005

NOTES - 4 - DEFERRED TAX ASSET

Deferred Tax Asset (On difference of depreciation)

Opening Balance (1st April)	2,638	-	-
Increase / Decrease during the year (P&L a/c)	(531)	2,638	-
Closing balance (31st March)	2,107	2,638	-

NOTE - 5 - OTHER NON-CURRENT ASSETS

(Unsecured Considered good)

Loans and Advances	18,503	18,503	18,503
	18,503	18,503	18,503

NOTE - 6 - TRADE AND OTHER RECEIVABLES

(Unsecured, Unconfirmed and Considered doubtful)	745,614	745,614	745,614
	745,614	745,614	745,614

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

PARTICULARS	AS ON 31-03-2018 Rs.	AS ON 31-03-2017 Rs.	AS ON 01-04-2016 Rs.
NOTE - 7 - CASH AND CASH EQUIVALENTS			
Cash on hand	19,211	25,051	24,237
Balances with Banks	182,544	487,332	3,295,703
	201,755	512,383	3,319,940
NOTE - 8 - OTHER CURRENT ASSETS			
MAT Credit Receivable	–	–	7,507
	–	–	7,507
NOTE - 9 - EQUITY SHARE CAPITAL			
a) AUTHORISED SHARE CAPITAL :			
10500000 (Previous year 10500000)			
Equity Shares of Rs. 10 each with voting right	105,000,000	105,000,000	105,000,000
	105,000,000	105,000,000	105,000,000
b) ISSUED AND SUBSCRIBED CAPITAL :			
10084800 (Previous Year 10084800)			
Equity Shares of '10 each, fully paid up with voting rights	100,848,000	100,848,000	100,848,000
	100,848,000	100,848,000	100,848,000
c) PAID UP CAPITAL:			
10083300 (PreviousYear10083300)			
Equity Shares of '10 each, fully paid up	100,833,000	100,833,000	100,833,000
1500 (Previous year 1500)			
Equity Shares of ' 10 each, Rs. 2.50 paid up with voting right	3,750	3,750	3,750
	100,836,750	100,836,750	100,836,750
9-A) RECONCILIATION OF SHARE CAPITAL			
Opening Balance			
(10083300 Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000	100,833,000
Increase / Decrease during the year	–	–	–
Closing Balance			
(10083300 Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000	100,833,000
Opening Balance			
(1500 Equity Shares of Rs. 10 each and Rs. 2.5 paid up)	3,750	3,750	3,750
Increase / Decrease during the year	–	–	–
Closing Balance			
(1500 Equity Shares of Rs. 10 each and Rs. 2.5 paid up)	3,750	3,750	3,750

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

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

As year ended on -	Previous Year	Previous Year
i) 31-03-2017		
(10083300 (Previous year 10500000) Equity Shares of ₹ 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of ₹ 10 each, ₹ 2.50 paid up)	3,750	3,750
ii) 31-03-2016		
(10083300 (Previous year 10500000) Equity Shares of ₹ 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of ₹ 10 each, ₹ 2.50 paid up)	3,750	3,750
iii) 31-03-2015		
(10083300 (Previous year 10500000) Equity Shares of ₹ 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of ₹ 10 each, ₹ 2.50 paid up)	3,750	3,750
iv) 31-03-2014		
(10083300 (Previous year 10500000) Equity Shares of ₹ 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of ₹ 10 each, ₹ 2.50 paid up)	3,750	3,750
v) 31-03-2013		
(10083300 (Previous year 10500000) Equity Shares of ₹ 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of ₹ 10 each, ₹ 2.50 paid up)	3,750	3,750

Notes :

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

PARTICULARS	AS ON 31-03-2018 Rs.	AS ON 31-03-2017 Rs.	AS ON 01-04-2016 Rs.
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NOTE - 10 - RETAINED EARNINGS**Profit and Loss Account**

Opening Balance	(7,065,035)	(9,270,574)	(8,099,804)
Add : Current year	(2,560,650)	2,205,539	(1,170,770)
Closing Balance	(9,625,685)	(7,065,035)	(9,270,574)

NOTES - 11 - BORROWINGS

Other Short Term Borrowing (Unsecured)
Misthi Foods & Beverages Private Limited

	2,418,197	—	—
	2,418,197	—	—

NOTES - 12 - TRADE AND OTHER PAYABLES

Dues to MSMED Creditors #	—	—	—
Dues to Others: Creditors for expenses	189,037	315,386	443,823
	189,037	315,386	443,823

#The Company has not received information and Certificate of Registration under MSMED from its Supplier and hence, the details are not available for disclosure.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

PARTICULARS	AS ON 31-03-2018 Rs.	AS ON 31-03-2017 Rs.	AS ON 01-04-2016 Rs.
NOTES - 13 - OTHER FINANCIAL LIABILITIES			
Salary Payable	142,500	154,873	200,677
	142,500	154,873	200,677
NOTE - 14 - SHORT TERM PROVISIONS			
Income Tax Payable	–	13,193	–
Listing Fees	43,558	43,558	43,558
	43,558	56,751	43,558
NOTES - 15 - OTHER CURRENT LIABILITIES			
Expenses Payable	1,000	1,467	–
TDS Payable	27,264	10,607	18,035
Advances for Land	–	–	4,930,000
	28,264	12,074	4,948,035
PARTICULARS			
		2017-2018 Rs.	2016-2017 Rs.
NOTE - 16 - OTHER INCOME			
Bank Fixed Deposit Interest		–	54,533
		–	54,533
NOTE - 17 - EMPLOYEE BENEFIT EXPENSES			
Salary Exp.		1,386,500	1,357,500
Transport Allowance		12,000	12,000
		1,398,500	1,369,500
NOTE - 18 - FINANCIAL COST			
Interest On loan		131,330	–
Interest on late pament of custodian fee		3,692	–
Interest On TDS		1,102	815
Bank Charges		1,051	708
		137,175	1,523
NOTE - 19 - OTHER EXPENSES			
Accounting Charges		30,000	–
Advertisement Exps.		30,544	26,200
Auditors Remuneration		42,575	37,375
Books , Journal & Subscription expenses		46,020	–
Conveyance Allowance.		12,000	12,000
Conveyance Exps.		9,864	4,196
C.S. Certificate Exp.		18,000	18,000
Demat Charges		189,192	207,676

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2018

PARTICULARS	2017-2018 Rs.	2016-2017 Rs.
NOTE - 19 - OTHER EXPENSES (Contd.....)		
Internet Exp.	–	858
Listing Fees	287,500	229,000
Miscellaneous Exp.	600	2,791
Office Expenses	8,456	10,787
Penalty Expenses	83,950	–
Postage & Courier Exp.	29,820	24,544
Professional Fees	89,170	94,500
Rent Exp.	36,000	36,000
ROC Exp.	9,600	21,600
Seminar Exps.	500	–
Stationery & Printing Exp.	30,452	30,000
Telephone Exps.	11,826	16,810
Travelling Exps.	–	9,850
Website Expense	2,419	2,357
Xerox Exp.	100	82
	968,588	784,626

19-A) Payment to Auditors comprises of

i) Fees for Company Audit work	32,500	25,000
ii) Fees for other work	4,225	7,500
iii) GST/Service tax on above items	5,850	4,875
	42,575	37,375

NOTE - 20 - EXCEPTIONAL ITEMS

Profit on Sale of Property, plant and equipment (Land)	–	4,819,300
	–	4,819,300

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

(Rajesh J. Shah)

Partner

Mem. No. 040268

Place : Ahmedabad

Date : 30-05-2018

For and on behalf of the Board

Anurag Sharma

Managing Director

DIN: 02289261

A727, Sarita Vihar,

New Delhi 110076

Parminder Sharma

Director

DIN: 00176300

B-31/H.No.1743,

Sector-32A,

Urban State

CHD Road,

Ludhiana 141001

Gaurav Kathuria

Chief Financial Officer

PAN: BGXP3547A

S-59, Gali No-2,

Block S

South Anarkali,

Krishna Nagar

Delhi 110051

Pankaj Singh

Company Secretary

PAN: CMLPS0551B

A-136, Vivek Vihar,

Phase-1, East Delhi,

New Delhi 110095

OMKAR PHARMACHEM LIMITED

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

CIN: L24231GJ1995PLC025276

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

23rd Annual General Meeting to be held on Saturday, the 29th day of September, 2018 at 11.30 a.m. at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, Gujarat

FORM NO. MGT-11**PROXY FORM**

(Pursuant to section 105(6) of the Companies act, 2013 and Rule 19(3) of the Companies (Management and administration) rules, 2014)

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No. / Client ID No. : _____ DP ID No. : _____

I/We, being the member(s) of _____ Equity Shares of Omkar Pharmachem Limited, hereby appoint

1. Name : _____ Email Id : _____

Address : _____

Signature : _____ or failing him

2. Name : _____ Email Id : _____

Address : _____

Signature : _____ or failing him

3. Name : _____ Email Id : _____

Address : _____

Signature : _____

As my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 23rd Annual General Meeting of the Company to be held on Saturday, the 29th day of September, 2018 at 11.30 am at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
	Ordinary Business		
1	Adoption of Financial Statements.		
2	Appoint a Director in place of Mr. Anurag Sharma who retires by rotation.		
3	Fix remuneration of Statutory Auditor of the Company.		

Signed this _____ day of _____, 2018

Affix
revenue
Stamp

Signature of Shareholder _____ Signature of Proxy holder(s) _____

NOTES:

- This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, Gujarat not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing proxy does not prevent a member from attending in person if he so wishes.
- In case of joint holders, the Signature of any one holder will be sufficient, but names of all the joint holders should be stated.

OMKAR PHARMACHEM LIMITED

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

CIN: L24231GJ1995PLC025276

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

ATTENDANCE SLIP

23rd Annual General Meeting- 29th September, 2018

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

DP Id*	Client Id*
Folio No.:	No. of Shares :
Name and Address of Shareholder	
Name of Proxy, If any	
Registered Folio/ DP ID & Client ID	
No. of Shares held	

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the company held on Saturday, the 29th day of September, 2018 at 11:30 am at 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat

Signature of Shareholder/Proxy present

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

Book Post

To

OMIKAR PHARMACHEM LIMITED

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