

**OMKAR
PHARMACHEM LIMITED**

**25th ANNUAL REPORT
2019 - 2020**

: BOARD OF DIRECTORS :

Mr. BHAWANI SHANKAR GOYAL.....MANAGING DIRECTOR
Mr. PARMINDER SHARMA DIRECTOR
Ms. MAMTA PACHAURI.....INDEPENDENT DIRECTOR
Mr. JANAK RAJ SHARMAINDEPENDENT DIRECTOR

: BANKERS :

ALLAHABAD BANK

: AUDITOR :

RAJESH J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS, AHMEDABAD

: CHIEF FINANCIAL OFFICER :

GAURAV KATHURIA

: COMPANY SECRETARY & COMPLIANCE OFFICER :

PANKAJ MAHADEO 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 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Fifth (25th) Annual General Meeting** of the Members of the Company is scheduled to be held on **Tuesday, the 29th day of September, 2020 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, 2020, Statement of Profit and Loss, Statement of Change in Equity and Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Parminder Sharma** (DIN No. 00176300), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Bhawani Shankar Goyal (DIN -03255804) as a Director of the Company.**

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

“RESOLVED THAT Mr. Bhawani Shankar Goyal (DIN: 03255804) who was appointed as an Additional Director and “Managing Director” of the Company w.e.f. 14th February, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Bhawani Shankar Goyal candidature for the office of the Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. **Appointment of Mr. Bhawani Shankar Goyal (DIN -03255804) as Managing Director of the Company.**

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

“RESOLVED THAT pursuant to provision sections 196,197,198 and 203 of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the Board, consent of the members of the Company be and is hereby accorded to appoint Mr. Bhawani Shankar Goyal (DIN-03255804) as Managing Director of the Company, whose office is liable to be retire by rotation, for a period of 5 years with effect from 14th February 2020 on NIL Remuneration and such other terms and conditions as decided between company and director.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. **Appointment of Ms. Mamta Pachauri (DIN-05255258) as Non- Executive Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Mamta Pachauri (DIN: 05255258) as an Additional cum woman Independent Director of the Company w.e.f. June 29, 2020, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing

in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period effective from June 29, 2020 till June 28, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Janak Raj Sharma (DIN-07420418) as Non- Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Janak Raj Sharma (DIN: 07420418), who holds office of Independent Director up to 12th February, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Janak Raj Sharma candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 13th February, 2021 upto 12th February, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Alteration of Object Clause of Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company by adding sub clause (4) after existing sub clause 3 of clause III (A) in the following ways:

Sub Clause (4) of Clause III (A) Objects to be pursued by the company

To carry on the business of providing management services, consultancy, multidisciplinary consultancy, liaison representation, business development, business support services, services related to arranging tie up for new investment opportunities and all other activities related to consultancy and advisory services to companies, firms, associations, societies and individuals engaged in any kind of business activities

RESOLVED FURTHER THAT Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

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

Date : 31st August, 2020
Place : Ahmedabad

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

Sd/-
BHAWANI SHANKAR GOYAL
Managing Director
(DIN: 03255804)

Address: H NO.77 Nangal Chaudhary
Teh. Narnaul, Dist. Mahindergarh
Nangal Chaudhary 123023 HR

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 as 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. 15.

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, 2020 to 29th day of September, 2020 (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 of the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH. 13 as per rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019 except in case of request for transmission or transposition of securities. In the view of this 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 assistance in this regard.
8. Company has issued letters to all Shareholders of the company along with two reminders for PAN Card, Bank account details and dematerialization of shares held in physical form as required by SEBI vide its circular number **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated 20th April 2018 followed by BSE circular **LIST/COMP/15/2018-19** dated 5th July, 2018.

9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
10. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Non-resident Indian Members are requested to Inform Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. In Compliance with the SEBI circular dated 12th May 2020, the Annual Report 2019-20, the notice of the 25th AGM and the instructions for e-voting are being sent by electronic mode to all the members whose e-mail address are registered with the company/respective Depository Participants. Therefore, the members, who wish to receive the notice of the AGM and the Annual Report for the year 2019-20 and all other communications sent by the company, from time to time, are requested to update their email address with the company/its RTA, in case of shares held in physical mode by sending the request at **investors.opl@gmail.com** or RTA at **info@alankit.com** and Depository participants in case of shares held in demat mode.

Members may also note that the Annual Report 2019-20 and the Notice convening the AGM are also available on the Company's website **www.omkarpharmachem.co.in** and on the website of Stock Exchange i.e. BSE Limited **www.bseindia.com**

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. For any communication, the shareholders may also send requests to the Company's investor email id **investors.opl@gmail.com**.

13. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking re-appointment at this AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 to 7 given above as Special Business in the forthcoming AGM.
15. **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 or by show off hands.
 - III. The process and manner for remote e-voting are as under:
 - (i) The voting period begins on Saturday the 26th day of September 2020 from 9.00 A.M. and ends on Monday the 28th day of September 2020 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 2020, 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.
	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 2020 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 Saturday the 26th day of September 2020 from 9.00 A.M. and ends on Monday the 28th day of September 2020 up to 5.00 P. M. During this period shareholders' of the Company, holding shares, as on the cut-off date of 22nd September 2020 may cast their vote electronically.**
- (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 2020.
- (c) **Maulik Bhavsar & Associates, 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 48 hours 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 communicated to the stock exchanges where shares of the Company are listed.
16. 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.
17. 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.
18. Regulation 44(6) of SEBI Listing Regulations, is not applicable on the company, therefore conducting live webcast of proceedings of AGM is not required during the year under review.

19. The route map showing directions to reach the venue of the twenty-fifth AGM is annexed.
20. 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.
21. 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.

Registered Office:

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

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

Sd/-
BHAWANI SHANKAR GOYAL

Managing Director
(DIN: 03255804)

Address: H NO.77 Nangal Chaudhary
Teh. Narnaul, Dist. Mahindergarh
Nangal Chaudhary 123023 HR

Date : 31st August, 2020

Place : Ahmedabad

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-

ITEM NO. 3 & 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Bhawani Shankar Goyal (DIN: 03255804) as an Additional Director from 14th February, 2020. In terms of Section 161(1) of the Companies Act, 2013 Mr. Bhawani Shankar Goyal holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Bhawani Shankar Goyal, being eligible has offered herself for appointment as a Director. The Company received a notice under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Bhawani Shankar Goyal for the office of Director of the Company.

The Board has also appointed Mr. Bhawani Shankar Goyal (DIN: 03255804) as the Managing Director of the Company for a period of five years from 14th February, 2020 upto 13th February, 2025, on NIL remuneration and upon such other terms & conditions, subject to approval of the Members.

Brief profile of Mr. Bhawani Shankar Goyal (DIN: 03255804), nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations and Secretarial Standard 2 are provided as an Annexure to this notice.

Except Mr. Bhawani Shankar Goyal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 & 4 for the approval of Members.

ITEM NO. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Mamta Pachauri (DIN: 05255258) as an Additional cum Independent Woman Director of the Company, with effect from 29th June, 2020 under Section 149, 150 and 152 of the Companies Act, 2013 and Ms. Mamta Pachauri shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Ms Mamta Pachauri. In the opinion of the Board, Ms. Mamta Pachauri fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment.

Ms. Mamta Pachauri is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Mamta Pachauri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Mamta Pachauri as an Independent Director for period upto 5 (five) consecutive years with effect from 29th June, 2020 for the approval by the Members of the Company.

The other details of Ms. Mamta Pachauri in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Except Ms. Mamta Pachauri, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

ITEM NO. 6

Mr. Janak Raj Sharma (DIN 07420418) was appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2016 to hold office upto 12th February, 2021 ("first term").

The Nomination & Remuneration Committee at their Meeting, after taking into account the performance evaluation of Mr. Janak Raj Sharma, during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective fields and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board for his continued association as an Independent Directors would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Janak Raj Sharma as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 13th February, 2021 upto 12th February, 2026 and not liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Janak Raj Sharma. In the opinion of the Board, Mr. Janak Raj Sharma fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Brief Profile and other details of Mr. Janak Raj Sharma in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Except Mr. Janak Raj Sharma, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of Members.

ITEM NO. 7

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans.

For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently.

The Board at their meeting held on August 31, 2020 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during business hours till the date of AGM.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members

Registered Office:

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

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

Sd/-
BHAWANI SHANKAR GOYAL
Managing Director
(DIN: 03255804)

Date : 31st August, 2020
Place : Ahmedabad

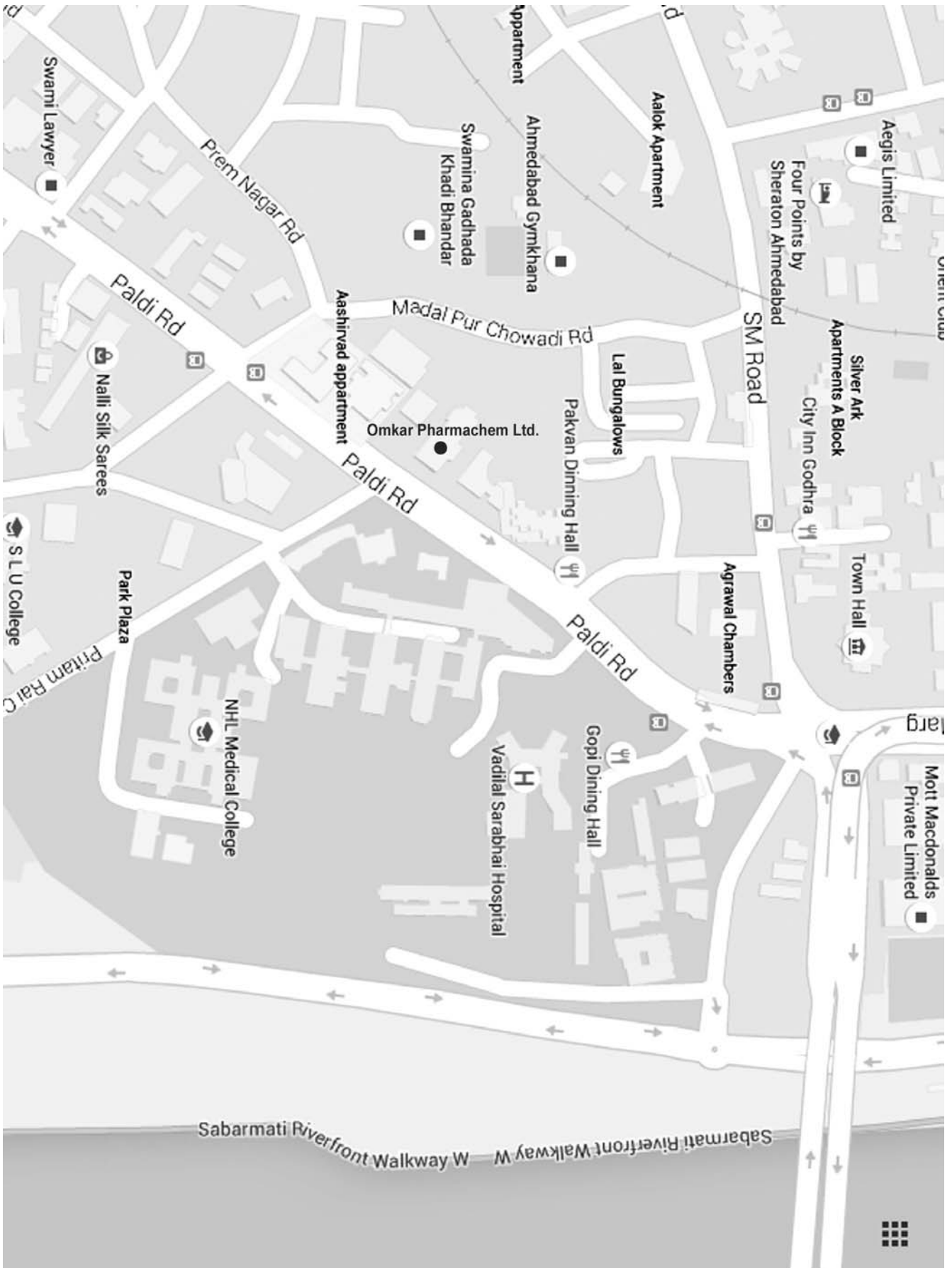
Address: H NO.77 Nangal Chaudhary
Teh. Narnaul, Dist. Mahindergarh
Nangal Chaudhary 123023 HR0

Annexure to Notice:

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.

Name of Director	Mr. Bhawani Shankar Goyal	Ms. Mamta Pachauri	Mr. Janak Raj Sharma	Mr. Parminder Sharma
Date of Birth and Age	03rd November 1981 and Age-39 Years	01st January, 1976 Age- 44 Years	15th August, 1958 Age- 62 Years	26th January 1967 Age-53 Years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment of Board	14th February, 2020	29th June, 2020	13th February, 2016	14th November 2003
Qualifications	B. Com.	Under Graduate	07th passed	Intermediate
Expertise in specific functional area	Mr. Bhawani Shankar Goyal aged 39 years having vast experience of more than 16 years in the area of Accounts and Business Administration.	Ms. Mamta Pachauri aged 44 years having rich Knowledge in supervising and co-ordinating the administration and Finance. She is Professional with Good experience of Management Skills and handling Team	Mr. Janak Raj Sharma aged 62 years having experience in Business Management and Marketing.	More than 20 years of Experience in Corporate field and expert in business Management and marketing
Number of shares held in the Company	NIL	NIL	65000 Equity Shares	35000 Equity Shares
List of the Director ships held in Other companies*	Plucky Agrotech Private Limited	Spirited Agro Farming Private Limited	NIL	New Choice Drinks Private Limited
	Mishthi Foods And Beverages Private Limited			Opportunity Developers Private Limited
Number of Board Meetings attended during the year	2	8	8	8
Chairman/Member in the Committees of the Boards of companies in which he is Director	NIL	NIL	NIL	NIL
Relationships between Directors inter-se	None	None	None	None
Remuneration details (Including Sitting Fees & Commission)	NIL	NIL	NIL	NIL
Terms and Condition of appointment	Same as Appointment Letter	Same as Appointment Letter	Same as Appointment Letter	Same as Appointment Letter

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 Fifth Annual Report on the business and operations of the Company and Audited Accounts for the financial year ended 31st March 2020.

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

Particulars	Current Financial Year (2019-20)	Previous Financial Year (2018-19)
Revenue from Operation	4,50,000	0
Other Income	0	0
Total Expenses	30,46,547	42,05,933
Profit /Loss before tax Expenses	(25,96,547)	(42,05,933)
Less: Tax expenses (Current & Deferred)	(544)	(4238)
Profit/Loss for the Year	(25,96,003)	(42,01,695)

Dividend:

The Board of Directors of your company has decided that it would be prudent, not to recommend any dividend for the year under review.

Summary of Operations and State of Company's Affairs:

During the period under review, the company has suffered loss of Rs. (25,96,003) as against the previous year loss of Rs. (42,01,695) the reason for decrease in loss during the year is that the company has generated revenue of Rs. 4,50,000 from support service business.

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

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

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this report.

Transfer to Reserves:

The board of Directors of your company, has decided not to transfer any amount to the reserves for 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.

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 Eight (8) 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 had been followed along with proper explanation relating to material departures;
- b) the directors had 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 had 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 had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;
- 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. There was increase in salary of Company Secretary of the Company w.e.f. 01.04.2019 from Rs. 35000/- p.m. to Rs. 45000/- p.m.
- c. the percentage increase in the median remuneration of the employees in the financial year is: 21.30%
- d. The number of permanent employees on the rolls of the Company is 4.
- e. Average percentile increase in the salaries of employees other than the managerial personnel in the financial year is -9.07% but as there is no managerial remuneration in the company during the year 2019-20, therefore comparison with the percentile increase in the managerial remuneration is not applicable:
- 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:

Employee Name	Designation	Qualification	Employment Type	Experience	Date of Joining	Age	Remuneration	Last EmploymentHeld
Gaurav Kathuria	Chief Financial Officer	Chartered Accountant	Permanent	7 Years	15.03.2016	30	Rs. 7,41,500 p.a.	Self Employed (Practicing as CA)
Pankaj Mahadeo Singh	Company Secretary	Company Secretary	Permanent	4 Years	02.07.2018	32	Rs. 5,51,500 p.a.	R.K Stockholding Private Limited
Mahesh Patani	Clerk	B.Com.	Permanent	23 years as clerk	01.04.2001	47	Rs. 132000 p.a.	Mitesh P. Vora & Co.
Mukesh Shah	Peon	11th	Permanent	10 year own small business & 21 year as peon	01.09.2016	58	Rs. 102000/- p.a.	Ketan Book Store

Further There were no employees in the Company who was paid salary exceeding Rs. 1,02,00,000 per annum or Rs. 8,50,000/- per month and in excess of that drawn by the managing Director or Whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

Furthermore, none of employees are related to any director or manager of the Company.

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

Company has not given any Loan, made any investment or given guarantees or securities provided during the year under review.

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 of Companies Act, 2013 during the year under report.

Further, related party transaction disclosure in accordance with the requirement of IND-AS 24 has been disclosed in notes section of financial statement.

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:

- Conservation of energy:** There is no conservation of energy during the year under review.
- Technology absorption:** There is no technology absorption during the year under review.
- 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 during the year under review.

Board Evaluation:

The Board of Directors has carried out an annual evaluation of the board, its 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.

Directors, Key Managerial Person (KMP) and Independent Director:

The current Directors of the company are Mr. Bhawani Shankar Goyal, Mr. Parminder Sharma, Mr. Janak Raj Sharma and Ms. Mamta Pachauri.

Mr. Anurag Sharma, Managing Director of the Company ceased to be Director of the company w.e.f. 9th December 2019 due to his death. The Directors place on record their deep appreciation for his valuable guidance and assistance received during the tenure as Managing Director.

Mr. Bhawani Shankar Goyal Appointed as Managing Director of the company w.e.f. 14th February 2020.

Ms. Mamta Pachauri has been appointed as Non-executive Independent woman director of the Company w.e.f. June 29, 2020 for a period of 5 (Years) years on the terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, subject to the approval of shareholders of the company.

Appropriate resolution for the re-appointment of Mr. Janak Raj Sharma as Non- Executive Independent Director for another term of 5 Financial Year is appearing in the Notice convening the AGM of the Company

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

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are: Mr. Bhawani Shankar Goyal, Managing Director, Mr. Gaurav Kathuria, Chief Financial Officer and Mr. Pankaj Mahadeo Singh Company Secretary.

All the independent directors i.e. Mr. Janak Raj Sharma and Ms. Mamta Pachauri have submitted the Statement on declaration that they qualify the criteria of independence as mentioned 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 amended thereof and they have also complied with the code for Independent directors prescribed in Schedule IV to the Act.

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 requirement to constitute Internal Complaints Committee (ICC) is not applicable on the company during the year under review.

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

No sexual harassment complaint has been received by the Company during the year 2019-20.

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

Auditors:

M/s Rajesh J. Shah & Associates, Chartered Accountants were re-appointed as Statutory Auditors of your Company at the Annual General Meeting held on 28th September, 2019, for the second term of five consecutive years. The Auditors had confirmed that they are not disqualified from being re-appointed as Auditors of the Company.

Secretarial Auditor:

In terms of section 204 of the Companies Act, 2013, the Board had appointed Maulik Bhavsar & Associates, 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, 2020 is given in form MR-3 as required under the companies Act, 2013, rules made there under and also amended regulation 24A of SEBI (Listing Obligations and Discloser requirements) Regulations, 2015 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.

Certificate on Corporate Governance:

As required by Listing Obligations and Disclosure Requirements (LODR) Regulations 2015, certificate on corporate Governance issued by Practicing Company Secretary i.e. **Maulik Bhavsar & Associates** is enclosed as "Annexure F" to the board's report, Certificate does not contain any qualification, reservation or adverse remark.

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 and Cost Audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

Credit Ratings:

Requirement to take Credit ratings is not applicable to the Company during the year under review.

Certificate on Corporate Governance:

As required by Listing Obligations and Disclosure Requirements (LODR) Regulations 2015, certificate on corporate Governance issued by Practicing Company Secretary i.e. **Maulik Bhavsar & Associates** is enclosed as “**Annexure F**” to the board’s report, Certificate does not contain any qualification, reservation or adverse remark.

Business Responsibility Report:

Provisions of Business Responsibility Report are not applicable to the Company during the year under review.

Indian Accounting Standards:

The financial statements for the financial year 2019-20 have been prepared in accordance with the applicable Indian Accounting Standards (IND-AS).

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.

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, Gujarat.
CIN: L24231GJ1995PLC025276

Date : 31st August, 2020
Place : Ahmedabad

Sd/-**(Bhawani Shankar Goyal)**

Managing Director
DIN-03255804
Address:-
H N. No-77. Nangal Chaudhary
Teh.Narnaul Dist.Mahindergarh
123023 HR

Sd/-**(Parminder Sharma)**

Director
DIN- 00176300
Address:-
House No. 65, I Block,
Near Gurudwara Kutia Sahib,
B.R.S. Nagar
Ludhiana-141012 Punjab

ANNEXURE – A

Form No. MGT-9

Extract of Annual Return

As on the financial year ended on March 31, 2020

[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,Gujarat 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 :-

Sl. No.	Name and Description of main products/services	NIC code of the Product/Service	% total turnover of the company
1.	Business Support Services	82990	100%

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, 2019				No. of Shares held at the end of the year 31st March, 2020				% 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	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

i) Category-wise Shareholding : (Contd.....)

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2019				No. of Shares held at the end of the year 31st March, 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
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
d) Banks / FI	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	0	0	0	0	0	0	0	0	0
g) Companies	0	0	0	0	0	0	0	0	0
h) FIs 0	0	0	0	0	0	0	0	0	
i) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
j) 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.									
i) Indian	0	6100	6100	.061	0	6100	6100	.061	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	19630	792900	812530	8.057	14056	793000	807056	8.00	-.057%
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	4071070	5042500	9113570	90.369	4753992	4357800	9111792	90.35	-.019%
c) Others (specify) Corporate									
Bodies	150000	0	150000	1.49	151301	0	151301	1.50	+0.01
HUF	0	0	0	0	5951	0	5951	.059	+0.059
Sub-total (B)(2):-	4240700	5841500	10082200	99.97	4925300	5156900	10082200	99.97	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4240700	5841500	10082200	99.97	4925300	5156900	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)	4240700	5844100	10084800	100	4925300	5159500	10084800	100	0

ii) Shareholding of Promoter :

S. N.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01st April, 2019			Shareholding at the end of the year i.e. 31st March, 2020			% 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	Shah Kirtikumar Laxmichand	1800	0.018	0	1800	0.018	0	0
2	Dipakkumar Mulchandbhai Vora	800	0.008	0	800	0.008	0	0
	Total	2600	0.026	0	2600	0.026	0	0

iii) Change in Promoters' Shareholding : No change in Promoter shareholding during the year under review.

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

S. N.	Name	Shareholding at the beginning of the year 1st April 2019		Cumulative Shareholding during the year 31st March 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BHAN SINGH				
	At the beginning of the Year	375000	3.72%	—	—
	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	375000	3.72%	—	—
2.	RESAM SINGH				
	At the beginning of the Year	250000	2.48%	—	—
	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	250000	2.48%	—	—
3.	BHAG SINGH				
	At the beginning of the Year	250000	2.48%	—	—
	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	250000	2.48%	—	—
4.	AKSHAY SAXENA				
	At the beginning of the Year	—	—	—	—
	Increase in the Share holding during the year due to transmission from Dinesh Saxena on 21.10.2019	200000	1.98%	200000	1.98%
	At the end of the year	200000	1.98%	200000	1.98%

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

S. N.	Name	Shareholding at the beginning of the year 1st April 2019		Cumulative Shareholding during the year 31st March 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	AHSAN ALI KHAN				
	At the beginning of the Year	1850000	1.83%	—	—
	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	1850000	1.83%	—	—
6.	MANOJ KUMAR SINGH				
	At the beginning of the Year	177500	1.76%	—	—
	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	177500	1.76%	—	—
7.	JITENDER SINGH				
	At the beginning of the Year	175000	1.74%	—	—
	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	175000	1.74%	—	—
8.	RADHESHYAM YADAV				
	At the beginning of the Year	175000	1.74%	—	—
	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	175000	1.74%	—	—
9.	SHILENDRA YADAV				
	At the beginning of the Year	165000	1.64%	—	—
	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	165000	1.64%	—	—
10.	ASHOK KUMAR TIWARI				
	At the beginning of the Year	135000	1.34%	—	—
	Increase in Shareholding during the year due to transfer of shares from Nanda Ballabh Pant on 24.07.2019	30000	.29%	30000	29%
	At the end of the year	165000	1.63%	165000	1.63%

v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Name	Shareholding at the beginning of the year 1st April 2019		Cumulative Shareholding during the year 31st March 2020	
		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 SHARMA				
	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%	—	—

vi) INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment :

	Secured Loans excluding deposits	Unsecured Loans (in Rs.)	Deposits	Total Indebtedness (in Rs.)
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	5700000	-	5700000
ii) Interest due but not paid	-	72792	-	72792
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0	5772792	0	5772792
Change in Indebtedness during the financial year				
» Addition	-	2881924	-	2881924
» Reduction	-	-	-	-
Net Change	0	2881924	0	2881924
Indebtedness at the end of the financial year				
i. Principal Amount	-	8182792	-	8182792
ii. Interest due but not paid	-	471924	-	471924
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0	8654716	0	8654716

vii) 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	5,51,500	7,41,500	12,93,000
	(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:		5,51,500	7,41,500	12,93,000

viii) 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. Director					
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

Registered Office:

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

Date : 31st August, 2020
 Place : Ahmedabad

For and on behalf of the Board of Directors

For Omkar Pharmachem Limited

Sd/-

(Bhawani Shankar Goyal)

Managing Director

DIN-03255804

Address:-

H N. No-77. Nangal Chaudhary

Teh.Narnaul Dist.Mahindergarh

123023 HR

Sd/-

(Parminder Sharma)

Director

DIN- 00176300

Address:-

House No. 65, I Block,

Near Gurudwara Kutia Sahib,

B.R.S. Nagar

Ludhiana-141012 Punjab

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

Statements in the Management Discussion & Analysis Report which seek to describe the Company's objectives, projections, estimates, expectations or predictions may be considered to be "forward-looking statements" and are stated as required by applicable laws and regulations. Actual results may differ materially from those expressed or implied. Many factors including global and domestic demand-supply conditions, prices, raw-materials availability, technological changes, changes in Government regulations, tax laws and other statutes may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook.

Financial Performance and other details has already been mentioned in Director report under State of affairs of company heading.

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, and Brazil 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.

Opportunities, Threats, Risk and Concern

The Company as being hit by financial crisis and due to lack of suitable business opportunities in past few years, company was unable to carry on any business activity. Any slowdown in the growth of Indian economy or any volatility in global market, could also adversely affect the business.

However, Company is exploring some new business opportunities to get itself back on track, keeping in mind the same, company has accorded board's approval for adding some new business activity in its main object also which is subject to approval of members of the company.

Outlook

While the economic outlook still looks uncertain, some signs of revival are visible. With most market participant expecting the coming of decade to represent after subbed environment for both, financial return and transaction activity, the industrial growth is positive on years of double digit returns/ volume.

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 neither 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.

Details of significant changes in key financial ratios alongwith explanation

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company alongwith explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as 'significant changes'), has been provided hereunder:

S.N.	Particulars	2018-19	2019-20	Changes (%)	Explanation
1	Debtors Turnover	0.00	6.67	-	As there is no sale and so ratio being 0 for 2018-19, any change in % will be infinitive. So % change can not be calculated.
2	Inventory Turnover	0.00	0.00	0.00%	NA
3	Interest Coverage Ratio	-10.32	-3.88	62.37%	The reason of change is decrease in loss. The main reasons of decrease is generation of revenue during the year to the tune of Rs. 450000 as against nil in earlier year; decrease in employee cost of Rs. 379100 and there was bad debts written off during last year amounting to Rs. 763920.
4	Current Ratio	0.033	0.064	96.05%	1. There is increase in current borrowing by an amount of Rs. 2881924/- contributing to 96.80% change in current liabilities. Others are minor changes 2. The change in ratio is only of 0.031 only. But total current assets and total current liabilities being low in terms of rupees, minor changes in rupee terms shows higher change in percentage.
5	Debt Equity Ratio	0.07	0.11	34.35%	1. There is increase in current borrowing by an amount of Rs. 2881924/- contributing to 96.80% change in total liabilities. 2. The change in ratio is only of 0.0375 But total liabilities being very low in terms of rupees, minor changes in rupee terms shows higher change in percentage.
6	Operating Profit Margin (%)	0.00	-4.59	-	As there is no revenue and so ratio being 0 for 2018-19, any change in % will be infinitive. So % change can not be calculated.
7	Net profit Margin (%)	0.00	-5.77	-	As there is no revenue and so ratio being 0 for 2018-19, any change in % will be infinitive. So change can not be calculated.
8	Return on Net worth	-4.83	-3.08	36.32%	The increase in Profit to Net Worth Ratio is the result of increase in revenue of the company during the year.

For and on behalf of the Board of Directors

For Omkar Pharmachem Limited

**Sd/-
(Bhawani Shankar Goyal)**

Managing Director
DIN-03255804
Address:-
H N. No-77. Nangal Chaudhary
Teh.Narnaul Dist.Mahindergarh
123023 HR

**Sd/-
(Parminder Sharma)**

Director
DIN- 00176300
Address:-
House No. 65, I Block,
Near Gurudwara Kutia Sahib,
B.R.S. Nagar
Ludhiana-141012 Punjab

Registered Office:

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

Date : 31st August, 2020

Place : Ahmedabad

ANNEXURE - C**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020****[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

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 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:

We 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, 2020 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

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

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

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

We 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 if any, are captured and recorded as part of the minutes.

We 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.

**For Maulik Bhavsar & Associates
Practicing Company Secretary**

**Date : 31.08.2020
Place : Ahmedabad**

**Sd/-
Maulik Bhavsar
Mem. No. 31198, CP No. 11591
UDIN-A031198B000635615**

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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, We 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. Our 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.

**For Maulik Bhavsar & Associates
Practicing Company Secretary**

**Date : 31.08.2020
Place : Ahmedabad**

**Sd/-
Maulik Bhavsar
Mem. No. 31198, CP No. 11591**

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 achieving the highest international standards of corporate governance. The Company believes that all its operations and action must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. Board of Directors

During the year ended on 31st March, 2020, the board met 8 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 Pachauri	Non-Executive, Independent Director**	1	-	-
Janak Raj Sharma	Non-Executive, Independent Director	-	-	-
Bhawani Shankar Goyal	Executive, Managing Director***	2	-	-

Except this company, none of directors holds position of director in any other listed company.

* Mr. Anurag Sharma ceased to be Managing Director of the company w.e.f. 09th December 2019 due to his death.

** Tenure of Ms. Mamta Pachauri as Non- Executive Independent Director expired on 30th March 2020 and she has been again appointed for another term of 5 years on 29th June 2020.

*** Mr. Bhawani Shankar Goyal Appointed as Managing Director of the company w.e.f. 14th February 2020.

Date of Board Meetings	Name of Directors & Attendances				
	Anurag Sharma	Parminder Sharma	Mamta Pachauri	Janak Raj Sharma	Bhawani Shankar Goyal
30.05.2019	Yes	Yes	Yes	Yes	-
28.06.2019	Yes	Yes	Yes	Yes	-
14.08.2019	Yes	Yes	Yes	Yes	-
31.08.2019	Yes	Yes	Yes	Yes	-
14.11.2019	Yes	Yes	Yes	Yes	-
27.12.2019	-	Yes	Yes	Yes	-
14.02.2020	-	Yes	Yes	Yes	Yes
16.03.2020	-	Yes	Yes	Yes	Yes
Date of last AGM	Name of Directors & Attendances				
	Anurag Sharma	Parminder Sharma	Mamta Pachauri	Janak Raj Sharma	Bhawani Shankar Goyal
28.09.2019	Yes	Yes	Yes	Yes	NA

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, 2020 are given below:

Name	Category	Number of equity shares
Mr. Parminder Sharma	Non-Executive Director	35000
Mr. Janak Raj Sharma	Non-Executive Independent Director	65000
Mr. Bhawani Shankar Goyal	Executive Director	NIL

c) The Company has not issued any convertible Instruments.**d) The details of the familiarization programme of the Independent Directors are available on the website of the Company www.omkarpharmachem.co.in****e) The board has identified the following skills/ expertise/competencies fundamental for the effective functioning of the Company which are currently available with the board:**

Gender, ethnic, national, other diversity	Representation of Gender, ethnic, geographic, culture, or other perspectives that expand the board's understanding of the needs and viewpoint of our customers, partners, employees, governments, and other stakeholder worldwide.
Leadership	Extended Leadership experience for a significant enterprise, resulting in a practical understanding of organization, process Strategic planning, and risk management.

f) Matrix setting out the Skill/expertise/competence of the board of Directors:

S.N.	Name of Director	Finance	Operation	Management	Administration	Marketing
1.	Bhawani Shankar Goyal	✓	✓		✓	✓
2.	Parminder Sharma	✓		✓	✓	✓
3.	Mamta Pachauri	✓	✓			
4.	Janak Raj Sharma			✓		✓

g) During the FY 2020, information as mentioned in part A of Schedule II of the SEBI Listing obligations and Disclosure Requirements, Regulations, 2015 has been placed before the board for its consideration.**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 16th March, 2020, 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.

Both the Independent Directors attended the Meeting of Independent Directors. Ms. Mamta Pachauri chaired the Meeting.

Further, board of directors of the Company confirms that the independent directors fulfill the conditions specified under LODR and they are independent of the Management.

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 Sharma, Ms. Mamta Pachauri and Mr. Parminder Sharma. Ms. Mamta Pachauri 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, 2019, 14th August, 2019; 14th November, 2019; and 14th February, 2020

Names of the Director	No. of meetings held	No. of meetings attended
Parminder Sharma	4	4
Mamta Pachauri	4	4
Janak Raj Sharma	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 Sharma, Ms. Mamta Pachauri and Mr. Parminder Sharma. Ms. Mamta Pachauri is the chairperson of the Nomination and Remuneration committee. The company secretary acts as secretary to the committee.

Three (3) Nomination and Remuneration Committee meetings were held during the year under review on 31st August 2019, 27th December 2019 and 14th February 2020.

Names of the Director	No. of meetings held	No. of meetings attended
Parminder Sharma	3	3
Mamta Pachauri	3	3
Janak Raj Sharma	3	3

No remuneration was paid to any directors of 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. 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 Sharma, Parminder Sharma and Ms. Mamta Pachauri. The company secretary acts as secretary to the committee. Mr. Parminder Sharma is the chairman of the committee.

Four (4) Shareholder's Grievance committee meetings were held during the year under review on 28th June 2019, 31st August 2019, 27th December 2019 and 16th March 2020

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

Names of the Director	No. of meetings held	No. of meetings attended
Janak Raj Sharma	4	4
Parminder Sharma	4	4
Mamta Pachauri	4	4

c) Name Designation and Address of Compliance Officer:

Mr. Pankaj Mahadeo Singh

Company Secretary and Compliance officer

Omkar Pharmachem Limited

A-106/2B, Ground Floor, Gali No-2, Govindpuri Kalkaji, New Delhi 110019.

d) Details of Investor Complaints Received and redressed during the year 2019-20 are as follows:

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

7. General Body meetings:

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

Year ended on 31 st March	Location	Date	Time	No. of Special Resolutions Passed
2017 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	28/09/2017	11:00 a.m.	0
2018 AGM	Same as above	29/09/2018	11:30 a.m.	0
2019 AGM	Same as above	28/09/2019	11:30 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.

8. Disclosures

- (a) There were no transactions with any of the related parties during the year under review that have any potential conflict with the interest of company at large.
- (b) No Penalties has been imposed by Stock Exchange or the SEBI on the Company during the last three financial years.
- (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

- (h) Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI LODR during the year under review.
- (i) A certificate has been received from **Maulik Bhavsar & Associates, practicing Company Secretary, Ahmedabad**, that none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and exchange Board of India, Ministry of Corporate affairs or any such statutory authority. This certificate is enclosed with this section as **Annexure G**.
- (j) Board has accepted recommendation made by committees of the board which is mandatorily required, in the relevant financial year.
- (k) Total Fees paid to **Rajesh J. Shah & Associates, Chartered Accountants**, Statutory auditor of the Company is as follows:
Payment to Auditor as Statutory Fees: 25000/-
- (l) Discloser in relation to the Sexual Harassment of Women Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been disclosed in director report of the company.

9. 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.
- (b) Management Discussion and Analysis forms part of the annual report.

10. 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, 2020 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 29th, 2020**.

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, 2020 to 29th day of September, 2020 (both days inclusive).

e) Dividend payment : No dividend paid

f) Listing of Equity Shares:

Bombay Stock Exchange Limited (BSE)

Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai-400001.

The company has paid annual listing fee to The Bombay Stock Exchange for the financial Year 2020-21.

g) Stock Code:

Bombay Stock Exchange : 532167

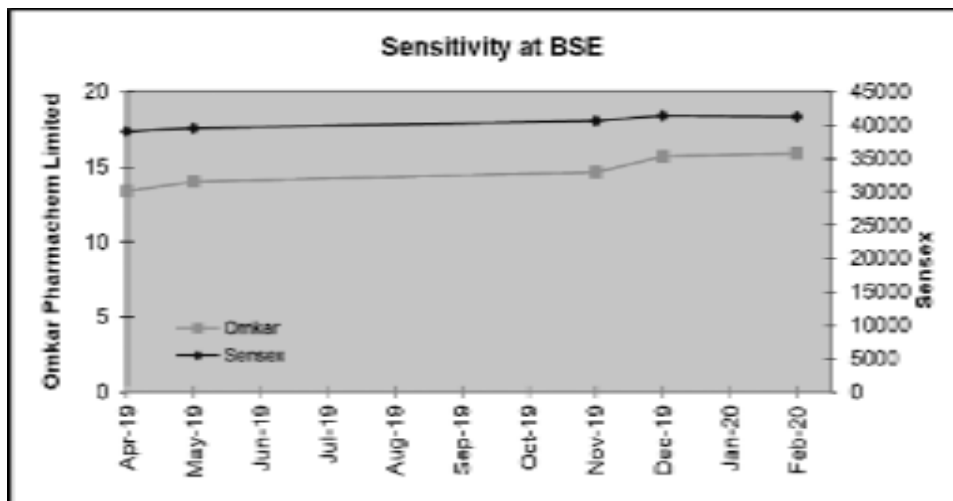
h) Market price data high and low each month in the last financial year:

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 2019	13.40	13.40	1
May 2019	14.05	14.05	1
November 2019	14.65	14.65	56
December 2019	16.10	15.35	271
February 2020	15.90	15.90	200

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 Mahadeo 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, Gujarat

o) Distribution of Shareholding as on 31st March, 2020:

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares (A+B+C)	As a percentage
(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	3510	10082200	99.974
	Total Public Shareholding (B)	3523	10082200	99.974
(C)	Shares held by custodian against which Depository Receipts have been issued (C)			
	Receipts have been issued (C)	0	0	0.00
	Total (A + B +C)	3523	10084800	100.00

p) Shareholding Pattern by size as on 31st March, 2020:

Sr. No.	Category of Shares	No. of Shareholders	Total No. of Shares	Percentage of Total Shares
1	1 – 500	3114	405198	4.02
2	501 – 1000	161	152060	1.51
3	1001 – 2000	66	109200	1.08
4	2001 – 3000	3	7100	0.07
5	3001 – 4000	28	112000	1.11
6	4001 – 5000	2	9900	0.10
7	5001 – 10000	4	27550	0.27
8	10001 – 9999999999	134	9261792	91.84
	Total	3512	10084800	100.00

q) Dematerialization of shares and liquidity:

The Company's shares are traded in dematerialized form on BSE. Equity shares of the Company representing 48.83% of the Company's equity share capital are dematerialized as on March 31, 2020.

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, 2020, 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.

t) Commodity Price Risk or Foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

Compliance with Discretionary requirements:

The Company has also ensured the implementation of non-mandatory requirements as mentioned in Schedule II part E of the SEBI Regulations.

Discloser with respect to demat suspense account/unclaimed suspense account:

There were no equity shares in suspense account and any unclaimed suspense account during the year under review.

Prevention of Insider Trading:

During the year, the Company has amended the insider Trading policy in line with the SEBI (Prohibition of Insider Trading) (Amendments) Regulations, 2018. This Policy includes policy and procedures for inquiry in case of leak of UPSI or Suspected leak of UPSI. The Company has automated the declarations and disclosers to identified designated persons, and the board reviews the policy on a need basis. The amended policy is available on our website, at <http://www.omkarpharmachem.co.in>

Investor correspondence address:**Omkar Pharmachem Limited**

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

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, Gujarat.
CIN: L24231GJ1995PLC025276

Date : 31st August, 2020

Place : Ahmedabad

Sd/-**(Bhawani Shankar Goyal)**

Managing Director

DIN-03255804

Address:-

H N. No-77. Nangal Chaudhary

Teh.Narnaul Dist.Mahindergarh

123023 HR

Sd/-**(Parminder Sharma)**

Director

DIN- 00176300

Address:-

House No. 65, I Block,

Near Gurudwara Kutia Sahib,

B.R.S. Nagar

Ludhiana-141012 Punjab

ANNEXURE - E
CEO AND CFO CERTIFICATION

To the Board of Directors
OMKAR PHARMACHEM LIMITED

We, Bhawani Shankar Goyal, 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 2019–20 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, results of operations and cash flows of the Company; and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company’s code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting. 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 no changes in accounting policies during the year; 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 with the code of conduct of the Company for the year covered by this report.

Sd/-
BHAWANI SHANKAR GOYAL
Managing Director
DIN- 03255804
Address: H N. No-77
Nangal Chaudhary Teh. Narnaul
Dist. Mahendergarh 1023023 HR.

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

Place : Ahmedabad
Date : 31st August 2020

ANNEXURE - F
CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Omkar Pharmachem Limited:

We have examined all relevant records of Omkar Pharmachem Limited ("Company") for the purpose of certifying compliance of the condition of Corporate Governance as prescribed the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("the Listing Regulations") for the financial year ended on 31st March 2020. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof.

On the basis of our examination of the records procedure, explanations and information furnished, we certify that the Company has complied with all the mandatory conditions of the Corporate Governance, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) and Paragraphs C, D & E of Schedule V of the Listing Regulations during the year ended 31st March 2020.

This Certificate 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.

For Maulik Bhavsar & Associates
Company Secretaries

Sd/-

Maulik Bhavsar

Membership No: 31198

Certificate of Practice No: 11591

UDIN-A031198B000635637

Place : Ahmedabad
Date : 31st August, 2020

ANNEXURE - G
CERTIFICATE
(Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance of sub clause 10 of part C of Schedule V of the Securities and Exchange Board of India SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Omkar Pharmachem Limited I hereby Certify that:

On the basis of the written representation/declaration received from the Directors and taken on record by the board of Directors, as on March 31, 2020 none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

For Maulik Bhavsar & Associates
Company Secretaries

Sd/-

Maulik Bhavsar

Membership No: 31198

Certificate of Practice No: 11591

UDIN-A031198B000635582

Place : Ahmedabad
Date : 31st August, 2020

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Omkar Pharmachem Limited**

Report on the Audit of the financial statements**Opinion**

We have audited the accompanying financial statements of Omkar Pharmachem Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), 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 (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. In our opinion, there is no key audit matters to be reported.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 (including other comprehensive income), 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 financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors of the company as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, 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 the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: No managerial remuneration is paid
 - h) 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

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

UDIN : 20040268AAAAAS5527

Place : Ahmedabad

Date : 29th June, 2020

ANNEXURE - A

(Referred to in Paragraph 1(f) under 'Report on the Legal and Regulatory Requirements' 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, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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, 2020, 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

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

UDIN 20040268AAAAAS5527

Place : Ahmedabad

Date : 29th June, 2020

ANNEXURE - B

(Referred to in Paragraph 3 under 'Report on the Legal and Regulatory Requirements' section of our report to the members of Omkar Pharmachem Limited of even date.)

- i. In respect of Company's fixed assets:
 - 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 immovable 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, 2020 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, 2020 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 Goods and Service Tax 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 initial public offer (including debt instrument) or further public offer or 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. In our opinion and according to the information and explanations given to us, the Company has not paid/provided the managerial remuneration as per the provisions of section 197 read with schedule V of the companies Act, 2013.
- 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. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 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

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

UDIN : 20040268AAAAAS5527

Place : Ahmedabad

Date : 29th June, 2020

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, 2020

PARTICULARS	NOTES	AS ON 31-03-2020 Rs.	AS ON 31-03-2019 Rs.
A. ASSETS			
1) NON CURRENT ASSETS			
a) Property, plant and equipment	2	25,228	29,777
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
- Long-term loans and advances		-	-
i) Deferred tax assets (net)	4	6,889	6,345
j) Other non-current assets		-	-
		93,032,122	93,036,127
2) CURRENT ASSETS			
a) Inventories		-	-
b) Financial assets		-	-
- Current investments		-	-
- Trade and other receivables	5	180,000	-
- Cash and cash equivalents	6	408,009	202,943
- Short-term loans and advances		-	-
c) Assets for current tax (net)		-	-
d) Other current assets		-	-
3) Non-current assets classified as held for sale		-	-
		588,009	202,943
TOTAL		93,620,131	93,239,070
B. EQUITY AND LIABILITIES			
1) Equity :			
a) Equity share capital	7	100,836,750	100,836,750
b) Other equity		-	-
- Equity component of other financial instrument		-	-
- Retained earnings	8	(16,423,383)	(13,827,380)
- Reserves		-	-
- Reserves representing unrealised gains/ losses		-	-
- Other reserves		-	-
c) Money received against share warrants		-	-
d) Others		-	-
		84,413,367	87,009,370

(Contd. on next page)

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, 2020 (Contd....)

PARTICULARS	NOTES	AS ON 31-03-2020 Rs.	AS ON 31-03-2019 Rs.
B. EQUITY AND LIABILITIES (Contd.....)			
2) Share application money pending allotment		-	-
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		-	-
		<u>-</u>	<u>-</u>
4) Current Liabilities			
a) Financial liabilities			
- Borrowings	9	8,654,716	5,772,792
- Trade and other payables	10	326,359	215,475
- Other financial liabilities	11	119,382	73,816
b) Short-term provisions	12	43,558	43,558
c) Other current liabilities	13	62,749	124,059
d) Liabilities for current tax (net)		-	-
		<u>9,206,764</u>	<u>6,229,700</u>
5) Liabilities associated with group(s) of assets held for disposal		-	-
TOTAL		<u>93,620,131</u>	<u>93,239,070</u>

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 For and on behalf of the Board

Chartered Accountants	Sd/-	Sd/-	Sd/-	Sd/-
FRN 108407W	Bhawani Shankar Goyal	Parminder Sharma	Gaurav Kathuria	Pankaj Mahadeo Singh
Sd/-	Managing Director	Director	Chief Financial Officer	Company Secretary
(Rajesh J. Shah)	DIN: 03255804	DIN: 00176300	PAN: BGXPK3547A	PAN: CMLPS0551B
Partner	H.NO.77 Nangal Chaudhary	House No. 65, I Block	S-59, Gali No-2,	106/2B Ground Floor
Mem. No. 040268	Teh. Narnaul,	Nr. Gurudwara Kutia Sahib	Block S South Anarkali,	Gali No. 2, Govindpuri
	Dist. Mahindergarh	B.R.S. Nagar, Ludhiana	Krishna Nagar	Kalkaji, New Delhi-19
Place: Ahmedabad	Nangal Chaudhary	Punjab-141012		Delhi 110051
Date: 29/06/2020	123023 HR			

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, 2020

PARTICULARS	NOTES	2019-2020 Rs.	2018-2019 Rs.
I) Revenue From Operations	14	450,000	-
II) Other Income		-	-
III) Total Revenue (I + II)		450,000	-
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	15	1,527,000	1,906,100
e) Finance cost	6	533,115	373,898
f) Depreciation and Amortization Expense		19,549	34,860
g) Other Expenses	17	966,883	1,891,075
Total Expenses (a + b + c + d + e + f + g)		3,046,547	4,205,933
V) Profit(Loss) before exceptional items and tax	(III - IV)	(2,596,547)	(4,205,933)
VI) Exceptional items		-	-
VII) Profit(Loss) before tax (V + VI)		(2,596,547)	(4,205,933)
VIII) Tax Expenses			
Current Tax		-	-
Deferred Tax		(544)	(4,238)
		(544)	(4,238)
IX) Profit(Loss) for the period (VII - VIII)		(2,596,003)	(4,201,695)
X) Other comprehensive income		-	-
XI) Total comprehensive income for the period (IX + X)		(2,596,003)	(4,201,695)
XII) Earning per share			
(1) Basic		(0.26)	(0.42)
(2) Diluted		(0.26)	(0.42)

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 For and on behalf of the Board

Chartered Accountants

FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

Place: Ahmedabad

Date : 29/06/2020

Sd/-

Bhawani Shankar Goyal

Managing Director

DIN: 03255804

H.NO.77 Nangal Chaudhary

Teh. Narnaul,

Dist. Mahindergarh

Nangal Chaudhary

123023 HR

Sd/-

Parminder Sharma

Director

DIN: 00176300

House No. 65, I Block

Nr. Gurudwara Kutia Sahib

B.R.S. Nagar, Ludhiana

Punjab-141012

Sd/-

Gaurav Kathuria

Chief Financial Officer

PAN: BGXPK3547A

S-59, Gali No-2,

Block S South Anarkali,

Krishna Nagar

Sd/-

Pankaj Mahadeo Singh

Company Secretary

PAN: CMLPS0551B

106/2B Ground Floor

Gali No. 2, Govindpuri

Kalkaji, New Delhi-19

Delhi 110051

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 CASH FLOW (PURSUANT TO INDAS-7) INDIRECT METHOD FOR THE YEAR ENDED ON 31ST MARCH, 2020

PARTICULARS	2019-2020 Rs.	2018-2019 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and exceptional items	(2,596,547)	(4,205,933)
Adjustment For :		
Bad Debts written off	-	764,117
Depreciation	19,549	34,860
Net interest paid (received)	531,559	371,436
Operating profit before working capital change	(2,045,439)	(3,035,520)
Adjustment For :		
Trade and other receivables	(180,000)	-
Trade payable & Advances received	95,140	53,549
Cash Generated from operation	(2,130,299)	(2,981,971)
Cash flow before extra ordinary items	(2,130,299)	(2,981,971)
(Less) IncomeTaxPaid including AdvanceTax/TDS less refund	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	(2,130,299)	(2,981,971)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Property, plant and equipment (Land)	-	-
Sale of Investment	-	-
Purchase of Property, plant and equipment	(15,000)	-
NET CASH USED IN INVESTING ACTIVITIES	(15,000)	-
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Interest received/(paid)	(531,559)	(371,436)
Short Term Borrowings	2,881,924	3,354,595
NET CASH FLOW FROM FINANCIAL ACTIVITIES	2,350,365	2,983,159
TOTAL CASH FLOW	205,066	1,188
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :		
Opening Cash and Cash Equivalents		
Cash on hand	12,426	19,211
Balances with Banks	190,517	182,544
Closing Cash and Cash Equivalents	7	7
Cash on hand	12,426	12,426
Balances with Banks	395,583	190,517
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	205,066	1,188
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 For and on behalf of the Board

Chartered Accountants

FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

Place: Ahmedabad

Date : 29/06/2020

Sd/-

Bhawani Shankar Goyal

Managing Director

DIN: 03255804

H.NO.77 Nangal Chaudhary

Teh. Narnaul,

Dist. Mahindergarh

Nangal Chaudhary

123023 HR

Sd/-

Parminder Sharma

Director

DIN: 00176300

House No. 65, I Block

Nr. Gurudwara Kutia Sahib

B.R.S. Nagar, Ludhiana

Punjab-141012

Sd/-

Gaurav Kathuria

Chief Financial Officer

PAN: BGXPK3547A

S-59, Gali No-2,

Block S South Anarkali,

Krishna Nagar

Sd/-

Pankaj Mahadeo Singh

Company Secretary

PAN: CMLPS0551B

106/2B Ground Floor

Gali No. 2, Govindpuri

Kalkaji, New Delhi-19

Delhi 110051

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 CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2020

(All amounts in Rs.)

Equity share capital :

	Opening balance as at 1 April 2019	Changes in equity share capital during the year	Closing balance as at 31 Mar 2020
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 2019	Changes in accounting policy/prior period errors	Restated balance as at 1 April 2019	Total compre- hensive income for the year	Dividends	Transfer to retained earnings	Any other change	Closing balance as at 31 Mar 2020
Retained Earnings	(13,827,380)	-	(13,827,380)	(2,596,003)	-	(2,596,003)	-	(16,423,383)
Reserves representing unrealised gains losses	-	-	-	-	-	-	-	-
Total reserves	(13,827,380)	-	(13,827,380)	(2,596,003)	-	(2,596,003)	-	(16,423,383)

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates For and on behalf of the Board

Chartered Accountants

FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

Place: Ahmedabad

Date : 29/06/2020

Sd/-

Bhawani Shankar Goyal

Managing Director

DIN: 03255804

H.NO.77 Nangal Chaudhary

Teh. Narnaul,

Dist. Mahindergarh

Nangal Chaudhary

123023 HR

Sd/-

Parminder Sharma

Director

DIN: 00176300

House No. 65, I Block

Nr. Gurudwara Kutia Sahib

B.R.S. Nagar, Ludhiana

Punjab-141012

Sd/-

Gaurav Kathuria

Chief Financial Officer

PAN: BGXPK3547A

S-59, Gali No-2,

Block S South Anarkali,

Krishna Nagar

Sd/-

Pankaj Mahadeo Singh

Company Secretary

PAN: CMLPS0551B

106/2B Ground Floor

Gali No. 2, Govindpuri

Kalkaji, New Delhi-19

Delhi 110051

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2020**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 incorporated under the provisions of the Companies Act, applicable in India and it is listed on the Bombay Stock Exchange Limited (BSE).

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 read with companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

(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.

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.

(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, 2020	For the year ended March 31, 2019
Net Profit (Loss)	(25,96,003.00)	(42,01,695.00)
No. of Equity shares	100,83,675	100,83,675
EPS	(.26)	(.42)

(j) Inventories

There is no inventory as at the end of the financial year under review.

(k) Property, Plant and Equipment

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. 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 till 09.12.2019) |
| ii. | Parminder Sharma | (Director) |
| iii. | Bhawani Shankar Goyal | (Managing Director w.e.f. 14.02.2020) |
| iv. | Mamta Pachauri | (Independent Director till 30.03.2020) |
| v. | Janak Raj Sharma | (Independent Director) |
| vi. | Gaurav Kathuria | (Chief Financial Officer) |
| vii. | Pankaj Mahadeo Singh | (Company Secretary) |

b) Related party transaction**Remuneration to Key Managerial Person**

Name	Remuneration paid
Gaurav Kathuria	7,41,500
Pankaj Mahadeo Singh	5,51,500

(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, 2020	As at March 31, 2019
Noncurrent borrowings	-	-
Current borrowings	86,54,716	57,72,792
Gross Debt	86,54,716	57,72,792
Less: Cash and Cash equivalents	4,08,009	2,02,943
Less: Other Bank Deposits	-	-
Adjusted Net Debt	82,46,707	55,69,849
Total equity	8,70,09,370	8,70,09,370
Adjusted net debt to adjusted equity ratio	0.0947	0.0640

NOTE - 3 - AMENDMENT IN STANDARDS

On March 30, 2019, the Ministry of Corporate Affairs (MCA) notified certain amendments to Indian Accounting Standards (Ind AS), as part of the Companies (Indian Accounting Standards) Second Amendment Rules, 2019.

The said amendments are not expected to significantly affect the current or future periods.

NOTE - 4 - IMPACT OF COVID 19 PANDEMIC

Consequent to the outbreak of COVID-19, which has been declared as a pandemic by World Health Organisation (WHO), Government of India has declared a lock down effective from March 24, 2020. Effect of lockdown was minimum on the Company's operation. The Company has considered internal and external information while finalising various estimates and taking assumptions in relation to its financial statement upto the date of approval of the financial statements by the Board of Directors and no material impact on the financial results inter-alia including the carrying value of various current and non-current assets are expected to arise. The actual impact of the global health pandemic may be different from that which has been estimated, as the COVID-19 situation evolves in India and globally. The Company will continue to closely monitor the future impact of this Pandemic and variation, if any, due to the changes in situations will be taken into consideration, if necessary, as and when it crystallizes

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem.No.040268

Place : Ahmedabad

Date : 29th June, 2020

For and on behalf of the Board

Sd/-

Bhawani Shankar Goyal

Managing Director

DIN:03255804

H.No.77, Nangal

Chaudhary Teh.

Narnaul, Haryana

123023

Sd/-

Parminder Sharma

Director

DIN:00176300

House No.65,

I-Block, Near

Gurudwara Kutia

Sahib, B.R.S. Nagar,

Ludhiana,

Punjab-141012

Sd/-

Gaurav Kathuria

Chief Financial officer

PAN: BGXPK3547A

S-59, Gali No-2,

Block S South

Anarkali, Krishna Nagar,

Delhi 110051

Sd/-

Pankaj Mahadeo Singh

Company Secretary

PAN:CMLPS0551B

106/2B Ground Floor,

Gali No.2, Govindpuri

Kalkaji, New Delhi-19

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2020

NOTE - 2 - PROPERTY, PLANT AND EQUIPMENT :

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 01-04-2019	Additions (Deductions)	As on 31-03-2020	As on 01-04-2019	Additions (Deductions)	As on 31-03-2020	As on 31-03-2020	As on 31-03-2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Laptop	38,000	-	38,000	35,358	741	36,099	1,901	2,642
2	Mobile	49,500	15,000	64,500	31,383	11,132	42,515	21,985	18,117
3	Printer	26,850	-	26,850	17,832	7,676	25,508	1,342	9,018
		114,350	15,000	129,350	84,573	19,549	104,122	25,228	29,777
	Previous Year	114,350	-	114,350	49,713	34,860	84,573	29,777	64,637

PARTICULARS	AS ON 31-03-2020 Rs.	AS ON 31-03-2019 Rs.
-------------	-------------------------	-------------------------

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

NOTE - 4 - DEFFERED TAX ASSET**Deferred Tax Asset (On difference of depreciation)**

Opening Balance (1st April)	6,345	2,107
Increase / Decrease during the year (P&L a/c)	544	4,238
Closing balance (31st March)	6,889	6,345

NOTE - 5 - TRADE AND OTHER RECEIVABLES

Receivables (Unsecured and Considered good)	135,000	-
TDS Receivables	45,000	-
	180,000	-

NOTE - 6 - CASH AND CASH EQUIVALENTS

Cash on hand	12,426	12,426
Balances with Banks	395,583	190,517
	408,009	202,943

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2020

PARTICULARS	AS ON 31-03-2020 Rs.	AS ON 31-03-2019 Rs.
NOTE - 7 - EQUITY SHARE CAPITAL		
a) AUTHORISED SHARE CAPITAL :		
10500000 (Previous Year 10500000) Equity Shares of Rs. 10 each with voting right	<u>105,000,000</u>	<u>105,000,000</u>
b) ISSUED AND SUBSCRIBED CAPITAL :		
10084800 (Previous Year 10084800) Equity Shares of Rs. 10 each, fully paid up with voting rights	100,848,000	100,848,000
	<u>100,848,000</u>	<u>100,848,000</u>
c) PAID UP CAPITAL:		
10083300 (Previous Year 10083300) Equity Shares of Rs. 10 each, fully paid up	100,833,000	100,833,000
1500 (Previous Year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up with voting right	3,750	3,750
	<u>100,836,750</u>	<u>100,836,750</u>

7-A) RECONCILIATION OF SHARE CAPITAL

Opening Balance (10083300 Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000
Increase / Decrease during the year	-	-
Closing Balance (10083300 Equity Shares of Rs. 10 each fully paid up)	<u>100,833,000</u>	<u>100,833,000</u>
Opening Balance (1500 Equity Shares of Rs. 10 each and Rs. 2.5 paid up)	3,750	3,750
Increase / Decrease during the year	-	-
Closing Balance (1500 Equity Shares of Rs. 10 each and Rs. 2.5 paid up)	<u>3,750</u>	<u>3,750</u>

7-B) DETAILS OF PAID UP SHARE CAPITAL IN LAST FIVE FINANCIAL YEARS

As year ended on -	Previous Year	Previous Year
i) 31-03-2019		
(10083300 (Previous year 10500000) Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	3,750	3,750
ii) 31-03-2018		
(10083300 (Previous year 10500000) Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	3,750	3,750
iii) 31-03-2017		
(10083300 (Previous year 10500000) Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	3,750	3,750
iv) 31-03-2016		
(10083300 (Previous year 10500000) Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	3,750	3,750
v) 31-03-2015		
(10083300 (Previous year 10500000) Equity Shares of Rs. 10 each fully paid up)	100,833,000	100,833,000
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 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.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2020

PARTICULARS	AS ON 31-03-2020 Rs.	AS ON 31-03-2019 Rs.
<u>NOTE - 8 - RETAINED EARNINGS</u>		
Profit and Loss Account		
Opening Balance	(13,827,380)	(9,625,685)
Add : Current year	(2,596,003)	(4,201,695)
Closing Balance	<u>(16,423,383)</u>	<u>(13,827,380)</u>
<u>NOTES - 9 - BORROWINGS</u>		
Other Short Term Borrowing (Unsecured)	8,654,716	5,772,792
	<u>8,654,716</u>	<u>5,772,792</u>
<u>NOTES - 10 - TRADE AND OTHER PAYABLES</u>		
Dues to MSMED Creditors	-	-
Dues to Others: Creditors for expenses	326,359	215,475
	<u>326,359</u>	<u>215,475</u>
<u>NOTES - 11 - OTHER FINANCIAL LIABILITIES</u>		
Salary Payable	119,382	73,816
	<u>119,382</u>	<u>73,816</u>
<u>NOTE - 12 - SHORT TERM PROVISIONS</u>		
Listing Fees	43,558	43,558
	<u>43,558</u>	<u>43,558</u>
<u>NOTES - 13 - OTHER CURRENT LIABILITIES</u>		
Expenses Payable	-	795
TDS Payable	62,749	123,264
	<u>62,749</u>	<u>124,059</u>
<u>PARTICULARS</u>		
	2019-2020 Rs.	2018-2019 Rs.
<u>NOTE - 14 - REVENUE FROM OPERATIONS</u>		
Business Support Services	450,000	-
	<u>450,000</u>	<u>-</u>
<u>NOTE - 15 - EMPLOYEE BENEFIT EXPENSES</u>		
Salary Exp.	1,527,000	1,906,100
	<u>1,527,000</u>	<u>1,906,100</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2020

PARTICULARS	2018-2020 Rs.	2017-2019 Rs.
NOTE - 16 - FINANCIAL COST		
Interest on loan	524,360	367,960
Interest on late payment of custodian fee	-	563
Interest on TDS	7,199	2,913
Bank Charges	1,556	2,462
	533,115	373,898

NOTE - 17 - OTHER EXPENSES

Advertisement Exps.	30,778	30,374
Auditors Remuneration	38,350	35,100
Bad Debts written off	-	763,920
Books, Journal & Subscription expenses	45,430	43,070
Conveyance Allowance	-	12,000
Conveyance Exps.	15,514	7,901
C.S. Certificate Exp.	18,000	18,000
Demat Charges	197,406	235,762
E-voting Charges	4,149	4,160
Listing Fees	354,000	295,000
Miscellaneous Exp.	250	-
NSDL Charges	-	11,800
Office Expenses	25,700	34,144
Postage & Courier Exp.	21,235	169,077
Professional Fees	121,120	124,870
Rent Exp.	36,000	36,000
ROC Exp.	21,000	28,931
Stationery & Printing Exp.	31,302	33,641
Telephone Exps.	4,292	4,968
Website Expense	2,357	2,357
	966,883	1,891,075

17-A) PAYMENT TO AUDITORS COMPRISES OF

i) Fees for Company Audit work	25,000	25,000
ii) Fees for other work	7,500	7,500
iii) GST/Service tax on above items	5,850	2,600
	38,350	35,100

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates For and on behalf of the Board

Chartered Accountants FRN 108407W Sd/- (Rajesh J. Shah) Partner Mem. No. 040268 Place: Ahmedabad Date: 29/06/2020	Sd/- Bhawani Shankar Goyal Managing Director DIN: 03255804 H.NO.77 Nangal Chaudhary Teh. Narnaul, Dist. Mahindergarh Nangal Chaudhary 123023 HR	Sd/- Parminder Sharma Director DIN: 00176300 House No. 65, I Block Nr. Gurudwara Kutia Sahib B.R.S. Nagar, Ludhiana Punjab-141012	Sd/- Gaurav Kathuria Chief Financial Officer PAN: BGXPK3547A S-59, Gali No-2, Block S South Anarkali, Krishna Nagar	Sd/- Pankaj Mahadeo Singh Company Secretary PAN: CMLPS0551B 106/2B Ground Floor Gali No. 2, Govindpuri Kalkaji, New Delhi-19 Delhi 110051
---	--	---	--	---

OMKAR PHARMACHEM LIMITED

CIN: L24231GJ1995PLC025276

Regd off: 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat.
 25th Annual General Meeting to be held on Tuesday, the 29th day of September, 2020 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 : _____

AAs my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the **25th Annual General Meeting** of the Company to be held on **Tuesday, the 29th day of September, 2020** 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. Parminder Sharma who retires by rotation.		
3	To appoint Bhawani Shankar Goyal as a Director of the company		
4	To appoint Bhawani Shankar Goyal as a Managing Director of the company		
5	To appoint Mamta Pachauri as Non- Executive Independent Director of the company		
Special Business			
6	To Re-appoint Janak Raj Sharma as Non- Executive Independent Director of the company		
7	To Alter Object Clause of Memorandum of Association of the Company		

Signed this _____ day of _____, 2020

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

Affix
revenue
Stamp**NOTES:**

- This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, 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

25th Annual General Meeting- 29th September, 2020

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 **25th ANNUAL GENERAL MEETING** of the company held on **Tuesday, the 29th day of September, 2020** at **11: 30 am** at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat.**

Signature of Shareholder/Proxy present

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

Book Post

To

OMIKAR PHARMACHEM LIMITED

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