

**OMKAR
PHARMACHEM LIMITED**

**22nd ANNUAL REPORT
2016 - 2017**

: BOARD OF DIRECTORS :

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

: BANKERS :

ALLAHABAD BANK

: AUDITOR :

RAJESH J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS, AHMEDABAD

: CHIEF FINANCIAL OFFICER :

GAURAV KATHURIA

: COMPANY SECRETARY & COMPLIANCE OFFICER :

PANKAJ SINGH

: REGISTRAR & SHARE TRANSFER AGENTS :

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

: REGISTERED OFFICE :

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

NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Second (22nd) Annual General Meeting** of the Members of the Company is scheduled to be held on **Thursday, the 28th day of September, 2017** at the registered office of the company at **501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006, Gujarat** at **11.00 a.m.** to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Parminder Sharma (Din no. 00176300), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the company hereby ratifies the appointment of **M/s Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration Number 108407W)** as statutory auditors of the company to hold the office from the conclusion of the 22nd AGM of the Company till the conclusion of the 23rd AGM of the Company to be held in the year 2018, at such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company.”

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

Date : 29th August, 2017
Place : Ahmedabad

By Order of the Board
For Omkar Pharmachem Limited

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

NOTES:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/ Proxies to attend and vote on a poll instead of himself/ herself. A proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.

Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled During the period beginning 24 hours before the Time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days` notice in writing of the intention so to inspect is given to the company.

2. **The businesses set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means.** Instructions and other information relating to remote e-voting are given in the Notice under Note No. 17.

Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd day of September, 2017 to 28th day of September, 2017 (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.

In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

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 details to the Registrar and Share Transfer Agent/ Share Department of the Company.

7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form in order to comply with the provisions of SEBI Act and rules and regulations made and/or Notification, Circulars issued there under, and also to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent, Alankit Assignments Limited for the same. Member will also receive a formal request letter from the Company to Convert their shareholding in Demat form along with this Annual Report.

8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Non-resident Indian Members are requested to Inform Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, immediately of:

(a) Change in their residential status on return to India for permanent settlement.

- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent / Depositories for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2016-17 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Abridged Annual Report 2016-17 is being sent to all other members who have not registered their email address(es), physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
13. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for Financial Year 2016-2017 will also be available on the Company's website at www.omkarpharmachem.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id invetors.opl@gmail.com.
14. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
15. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 3 days before the AGM.
16. As required under Listing Regulations on General Meetings details in respect of directors seeking re-appointment at the AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
17. **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location ("Remote E-voting") and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by "Remote E-voting". The company has engaged Central Depository Services (India) Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-voting") will be provided by CDSL.
- II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their vote at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.
- III. The process and manner for remote e-voting are as under:
- (i) The voting period begins on Monday the 25th day of September 2017 from 9.00 A.M. and ends on Wednesday the 27th day of September 2017 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 21st September 2017, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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. 21st September 2017 may follow the same instructions as mentioned above for e-Voting.
 - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

- (a) **The voting period begins on Monday the 25th September 2017 from 09:00 AM and ends on Wednesday the 27th September 2017 upto 5:00 PM. During this period shareholders’ of the Company, holding shares, as on the cut-off date of 21st September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (b) The voting right of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 21st September 2017.
- (c) Mr. Maulik Bhavsar, Practicing Company Secretary, (Membership No. : 31198) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
- (d) The results shall be declared forthwith upon receipt of the Scrutinizer’s Report. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.omkarpharmachem.co.in and its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.
18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
19. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 5.30 pm) on all working days, up to and including the date of Annual General Meeting of the Company.
20. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as PAN Card, passport, Aadhar Card or driving license to enter the AGM Venue.

Registered Office:

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

**Date : 29th August, 2017
Place : Ahmedabad**

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

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

Additional Information on Director Recommended for Appointment/Re-Appointment as Required Under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**Mr. Parminder Sharma:-**

Mr. Parminder Sharma, is the Non-Executive Director of Omkar Pharmachem Limited. He was inducted on November 14, 2003 as member of the board.

He has 19 years of Experience in Corporate field. As a Director of Omkar Pharmachem Limited, Parminder Sharma is entrusted with strategic and operational responsibility of the Company. Parminder Sharma is also Chairman of Stakeholder Relationship Committee of the Company.

Nature of expertise in specific functional areas:-

Business Management and Marketing.

Disclosure of inter-se relationship between director and Key Managerial Personnel:-

NIL

Listed Companies (other than Omkar Pharmachem Limited) in which Parminder Sharma holds directorship and Committee membership:-

Directorship:-

NIL

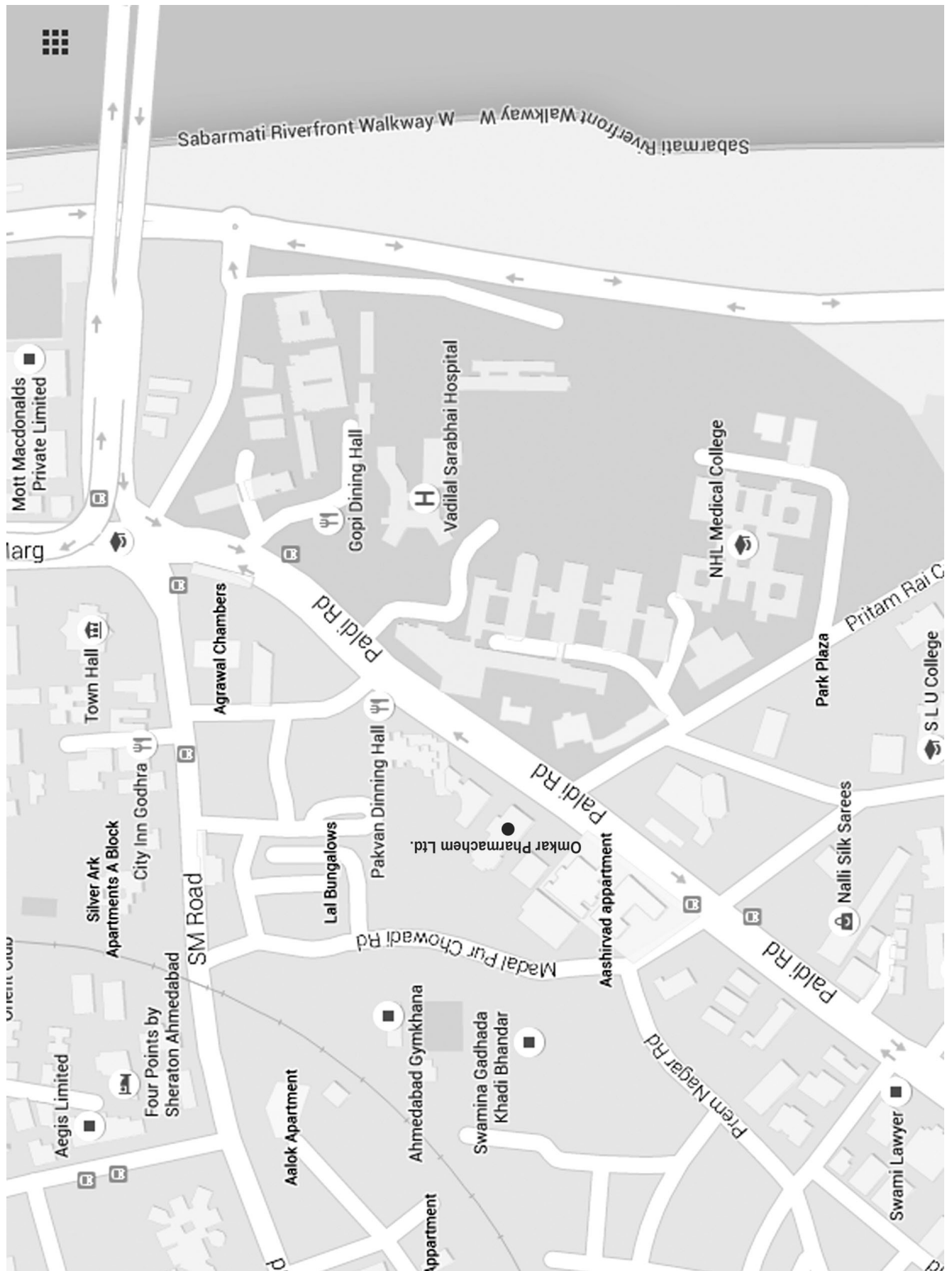
Chairmanship/Membership of Board committees:-

NIL

Shareholding in the Company:-

35000 Equity Shares.

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 Second Annual Report on the business and operations of the Company and Audited Accounts for the financial year ended 31st March 2017.

Financial Results:

[Amount in Rs.]

Particulars	For the year ended on 31st March,	
	2017	2016
Revenue from Operation	0	0
Profit/(Loss) before depreciation and exceptional items and taxation	(2101116)	(1170770)
Depreciation	24344	0
Profit/(Loss) Before Taxation	2693840	(1170770)
Provision for Taxation	488301	0
Profit/(loss) After Tax	2205539	(1170770)

Dividend:

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

Operations:

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

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

No such events have occurred.

Transfer To Reserves:

The company has earned a Profit of Rs. 22,05,539. However looking to past losses, no amount is transferred to Reserves.

Transfer Of Unclaimed Dividend To Investor Education And Protection Fund:

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

Term Finance:

The Company has not obtained any term finance.

Extract of the Annual Return:

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

Change In Nature Of Business:

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

Number of Meetings of the Board:

Total Seven (7) Board Meetings dated 30th May, 2016, 6th June, 2016, 14th August, 2016, 29th August, 2016, 01st October, 2016, 14th November, 2016 and 14th February, 2017 were held during the year. The complete details of meeting and the attendance of the Directors are mentioned in Corporate Governance Report.

Directors' Responsibility Statement:

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

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

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

Management Discussion and Analysis Report:

Management's Discussion and Analysis Report for the year under review, as stipulated under 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 on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub section (3) of Section 178 is annexed in Nomination and Remuneration Policy as **Annexure C**.

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 there is no increment in the remuneration paid to Chief Financial Officer and Company Secretary of the Company during the financial year.
- c. The percentage increase in the median remuneration of the employees in the financial year is: NIL
- d. The number of permanent employees on the rolls of the Company is 5.
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL
- f. The key parameters for any variable components of remuneration availed by the directors: NA
- g. Your Directors affirm that the remuneration paid to the employees and to Key Managerial Personnel was as per remuneration policy of the Company.
- f. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:
 1. Gaurav Kathuria (Chief Financial Officer)
 2. Pankaj Singh (Company Secretary)
 3. Mahesh Nagindas Pattani (Clerk)
 4. Mukesh Ratilal Shah (Peon)
 5. Juhika Bharatbhai Gajjar (Accountant)

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 mont.

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

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

Particulars of Contracts Or Arrangements Made With Related Parties:

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

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

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

Technology absorption:

There is no technology absorption during the year under report

Foreign exchange earnings and Outgo:

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

Corporate Social Responsibility:

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

Board Evaluation:

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

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

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

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

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

Code of Conduct:

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

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

Directors and Key Managerial Person (KMP):

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

Mr. Anurag Sharma is reappointed as Managing Director of the Company with effect from 29th August, 2016 for further period of 5 years. Mr. Anurag Sharma demonstrated exemplary Leadership during his previous tenure as Managing Director. The Directors place on record their appreciation of the invaluable services of Mr. Anurag Sharma as the Managing Director.

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 Board recommends his appointment.

Mr. Pankaj Singh is appointed as Company Secretary cum Compliance officer of the Company w.e.f 1st October, 2016 in place of Mr. Amit Anand who has resigned from the position of the Company Secretary on 30th May 2016.

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

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

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

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

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

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

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

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

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

No sexual harassment complaint has been received by the Company during the year 2016-17.

Vigil mechanism / Whistle Blower Policy:

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

Disclosures relating to policies:

» **Risk Management Policy:**

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

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

Share Capital

During the year there is no change in the share capital of the company. Further the Company has not issued shares with differential voting rights, neither granted stock options nor sweat equity. As on 31st March, 2017, none of the Directors (except Mr. Parminder Sharma who holds 35000 share) of the Company hold shares or convertible instruments of the Company.

Share Registrar & Transfer Agent

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

Auditors

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

Secretarial Auditor:

In terms of section 204 of the Companies Act, 2013, the Board at its meeting held on 06th June, 2016 has appointed Shri. Maulik Anilkumar Bhavsar, practicing Company Secretary, Ahmedabad as Secretarial Auditor of the company, for

conducting Secretarial Audit of the company. The Secretarial Audit Report for the Financial Year ended 31st March, 2017 is annexed herewith and marked as “**Annexure – D**”.

Internal Auditor

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

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

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

Corporate Governance Report

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

Certificate by Managing Director and Chief Financial Officer

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

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.

Business Responsibility Report:

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

Acknowledgement

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

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

Registered Office:

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

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

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

Date : 29th August, 2017

Place : Ahemadabad

ANNEXURE – A**Form No. MGT-9****Extract of Annual Return****As on the financial year ended on March 31, 2017****[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. Registration and Other Details :**

i)	CIN	L24231GJ1995PLC025276
ii)	Registration Date	31/03/1995
iii)	Name of the Company	Omkar Pharmachem Limited
iv)	Category / Sub-Category of the Company	Public Company / Limited by Shares
v)	Address of the Registered office and contact details	501, Mahakant Building, Opp.:V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad-380006. Website: www.omkarpharmachem.co.in Email : invetors.opl@gmail.com Tel: 079-26580892
vi)	Whether listed company - Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any :	Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Tel: (011) 42541234, Fax: (011) 23552001; E-mail : info@alankit.com

II. Principal Business Activities of the Company :

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

III. Particulars of Holding, Subsidiary and Associate Companies :

There is no Holding, Subsidiary and Associate Company.

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

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2016				No. of Shares held at the end of the year 31st March, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
1) Indian									
a) Individual/HUF	0	2600	2600	0.03	0	2600	2600	0.03	0
b) Central Govt	0		0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	2600	2600	0.03	0	2600	2600	0.03	0
2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0

i) Category-wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2016				No. of Shares held at the end of the year 31st March, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
d) Banks / FI	0	0	0	0	0	0	0	0	
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
Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	6100	6100	0.060	0	6100	6100	.060	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4900	794600	799500	7.928	6900	794600	801500	7.948	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3964100	5162500	9126600	90.499	3962100	5162500	9124600	90.479	0
c) Others (specify)	150000	0	150000	1.49	150000	0	150000	1.49	0
Sub-total (B)(2):-	4119000	5963200	10082200	99.97	4119000	5963200	10082200	99.97	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4119000	5963200	10082200	99.97	4119000	5963200	10082200	99.97	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4119000	5965800	10084800	100	4119000	5965800	10084800	100	0

ii) Shareholding of Promoter :

S. N.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01st April, 2016			Shareholding at the end of the year i.e. 31st March, 2017			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total of the company	% of Shares Pledged/ encumbered to total shares	
1.	Kaushikbhai M. Vora	100	0.001	0	100	0.001	0	0
2	Kaushikbhai M. Vora HUF	100	0.001	0	100	0.001	0	0
3	Dipakkumar M. Vora	100	0.001	0	100	0.001	0	0
4	Vaishali Kaushikbhai	100	0.001	0	100	0.001	0	0
5	Ashok M. Vora	100	0.001	0	100	0.001	0	0
6	Ashok. M. Vora HUF	100	0.001	0	100	0.001	0	0
7	Pankajbhai M. Vora	100	0.001	0	100	0.001	0	0
8	Shah Kaushik Ratilal	900	0.009	0	900	0.009	0	0
9	Shah Nayana Kaushik	500	0.005	0	500	0.005	0	0
10	Shah Kirtikumar L.	100	0.001	0	100	0.001	0	0
11	Shah Ajit L.	100	0.001	0	100	0.001	0	0
12	Shah Jayshree Ajit	100	0.001	0	100	0.001	0	0
13	Nirmalaben Ashokbhai	100	0.001	0	100	0.001	0	0
14	Shah Nayana Kaushik	100	0.001	0	100	0.001	0	0
	Total	2600	0.026	0	2600	0.026	0	0

iii) Change in Promoters' Shareholding :

There is no change in Promoter's Shareholding during the year 2016-2017.

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

S. N.		Shareholding at the beginning of the year 1st April 2016		Cumulative Shareholding during the year 31st March 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Bhan Singh	375000	3.72	375000	3.72
2	Resam Singh	250000	2.48	250000	2.48
3	Bhag Singh	250000	2.48	250000	2.48
4	Dinesh Saxena	200000	1.98	200000	1.98
5	Manojkumar singh	177500	1.76	177500	1.76
6	Radheshyam Yadav	175000	1.74	175000	1.74
7	Jitender Singh	175000	1.74	175000	1.74
8	Shelendra Yadav	165000	1.64	165000	1.64
9	Raghuveer Singh	164600	1.63	164600	1.63
10	Rupesh Chauhan	160000	1.59	160000	1.59
11	Chandrapal Yadav	160000	1.59	160000	1.59

(v) Shareholding of Directors and Key Managerial Personnel :

None except Mr. Parminder Sharma holds 35000 shares of the Company.

V. INDEBTEDNESS :

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

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

VI. Remuneration of Directors and Key Managerial Personnel :

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

S. N.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (In Rs.)
		CEO	Company Secretary	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	Not applicable	302000	845500	1147500
	(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		302000	845500	1147500

VII. Penalties / Punishment / Compounding of Offences :

During the Financial Year 2016-17, Company has paid penalty of Rs. 83,950/- (Rupees Eighty Three Thousand Nine Hundred Fifty Only) imposed by the BSE Bombay Stock Exchange (BSE) w.r.t delay in submission of certain documents.

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

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

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

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

Date : 29th August, 2017
Place : Ahmedabad

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

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

Industry structure and development

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

Overall Review, Opportunities and challenges

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

Outlook

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

Adequacy of Internal Controls

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

Segment wise Reporting

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

Human Resource Development

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

Discloser of Accounting Treatment

The financials for the year has been prepared on the basis of Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

ANNEXURE – C
NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, as amended from time to time. It has been formulated for nomination and remuneration of Directors, Key Managerial Personnel and other employees.

Objective

The objective of the policy is to ensure:

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

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

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

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

The Nomination and Remuneration Committee comprises of the following:

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

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

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

b) Independent Director

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

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

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

Evaluation

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

Removal

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

Retirement

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

Policy for Remuneration to Directors/KMP/ Other Employee:**A. Non-Executive Directors (NEDs) / Independent Directors(IDs)**

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

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

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

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

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

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

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

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

C. Statutory Requirements

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

ANNEXURE – D**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017**

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

To,
The Members,
OMKAR PHARMACHEM LIMITED

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

Based on my verification of the OMKAR PHARMACHEM LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

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

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

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

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

I further report that

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

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

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

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

Date : 29.08.2017

Place : Ahmedabad

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

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

Annexure-A

The report is to be read along with this letter.

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

Date : 29.08.2017

Place : Ahmedabad

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

ANNEXURE - E
REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE DISCLOSURE :

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

1. Company's Philosophy on Code of Governance :

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

2. Board of Directors :

The Board of Directors as on 31st March, 2017 comprised 4 Directors of which 1 executive director and 3 non-executive directors in which 2 directors are independent directors. During the year ended on 31st March, 2017, the board met 7 times (as against the minimum requirement of 4 meetings) during the year. The maximum time gap between any meetings was not more than one hundred twenty days. Further there is no relationship between the directors of the company.

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

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

Name	Board Meetings							Last AGM 30.9.2016
	30.5.2016	06.06.2016	14.8.2016	29.8.2016	01.10.2016	14.11.2016	14.2.2017	
Anurag Sharma	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Parminder Sharma	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mamta Pachori	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Janak Raj	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

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

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, 2017 are given below:

Name	Category	Number of equity shares
Parminder Sharma	Non-Executive Director	35000

The details of the familiarization programme of the Independent Directors are available on the website of the Company (<https://www.omkarpharmachemlimited>)

3. Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non Independent Directors and members of management, was held on 14th February, 2017, as required under Schedule IV to the Companies

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

At the Meeting, the Independent Directors:

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

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

4. Code of Conduct :

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

5. Audit Committee :

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

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

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

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

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

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

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

No person has been denied access to the Committee.

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

Four (4) audit committee meetings were held during the year under review on 30th May, 2016, 14th August, 2016; 14th November, 2016; and 14th February, 2017

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

6. Nomination and Remuneration Committee

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

The role of the Committee inter alia includes the following:

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

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

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

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

Two Nomination and Remuneration Committee meetings were held during the year under review on 29th August, 2016, and 1st October, 2016

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

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

7. STAKEHOLDERS RELATIONSHIP COMMITTEE :**a) Terms of Reference :**

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

b) Composition :

The Committee comprises of Mr. Janak Raj and Parminder Sharma. The company secretary acts as secretary to

the committee. One (1) Shareholder's Grievance committee meetings were held during the year under review on 29th August, 2016. At the end of the financial year 2016-17 no complaints were pending.

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

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

c) Name Designation and Address of Compliance Officer:

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

d) Details of Investor Complaints Received and redressed during the year 2016-17 are as follows:

Opening Balance	Received during	Resolved during the year	Closing balance the year
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
2014 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	30/09/2014	11:00 a.m.	0
2015 AGM	Same as above	30/09/2015	11:00 a.m.	0
2016 AGM	Same as above	30/09/2016	11:00 a.m.	0

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

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

8. Disclosures :

- Disclosures on materially significant related party transaction of the company i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large. There was no transaction with any of the related parties.
- During the Financial Year 2015-16 Bombay Stock Exchange (BSE) has imposed penalty for Non- Compliances done by the Company such as non submission of certain documents after due date. The Company has paid all amount of Penalty as imposed by the BSE.
- The board approved policy for related party transactions is uploaded on the website of the Company <http://www.omkarpharmachem.co.in>
- 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.

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 Jay 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.
- (b) Management Discussion and Analysis forms part of the annual report which is posted to the shareholders of the company

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 : 28th September, 2017 at 11.00 a.m.

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

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 28, 2017.

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 Friday, the 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).

e) Dividend payment : No dividend

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

Kamdhenu Complex,
Opp. Sahjanand College, Panjra pole,
Ahmedabad-380015.

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 2017-18

g) **Stock Market Data :**

Ahmedabad Stock Exchange : 42227

Bombay Stock Exchange : 532167

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

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

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

i) **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

j) **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.

k) **Registered Office :**

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

l) **Compliance Officer :**

Mr. Pankaj Singh, Company Secretary

m) **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.

n) **Distribution of Shareholding as on 31st March, 2017 :**

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

o) Shareholding Pattern by size as on 31st March, 2017 :

Sr. No.	Category of Shares	No. of Shareholders	Total No. of Shares	Percentage of Total Shares
1	1 – 100	2652	265200	2.63
2	101 – 500	472	143700	1.425
3	501 – 1000	156	148400	1.472
4	1001 – 5000	97	236800	2.348
5	5001 – 10000	2	16100	0.16
6	10001 – 20000	16	310500	3.079
7	20001 – 30000	30	818000	8.111
8	30001 – 40000	18	635000	6.297
9	40001 – 50000	6	295000	2.925
10	50001 – 100000	36	2372500	23.526
11	100001 – 500000	30	4843600	48.029
	Total	3515	10084800	100.00

p) Dematerialisation of shares and liquidity:

The Company's shares are traded in dematerialised form on BSE. Equity shares of the Company representing 40.84% of the Company's equity share capital are dematerialised as on March 31, 2017.

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

q) 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, 2017, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

r) Plant locations:

The Company does not have any Manufacturing Plant or Unit.

Investor correspondence address :

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

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

Registered Office:

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

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

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

Date : 29th August, 2017

Place : Ahmedabad

ANNEXURE - F
CEO / CFO CERTIFICATION

To the Board of Directors
OMKAR PHARMACHEM LIMITED

We, **Anurag Sharma, Chief Executive Officer and 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 2016–17 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 significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) That there are no instances of significant fraud of which we have become aware.
- e) We affirm that we have not denied any personnel access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- f) We further declare that all Board members and senior management personnel have affirmed compliance with the code of conduct of the Company for the year covered by this report ended March 31, 2017.

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

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

Place : Ahmedabad
Date : 29th August, 2017

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members,
Omkar Pharmachem Limited

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. We have examined the compliance of conditions of Corporate Governance by the Omkar Pharmachem Limited for the year ended on 31st March, 2017 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (the Listing Regulations)

MANAGEMENTS RESPONSIBILITY

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

AUDITOR'S RESPONSIBILITY

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

OPINION

6. In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the Year ended March 31, 2017.

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

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

Place : Ahmedabad
Date : 29th August, 2017

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Omkar Pharmachem Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Omkar Pharmachem Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017, its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B;
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
 - iv. The company has provided requisite disclosure in its financial statement as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

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

(Rajesh J. Shah)
Partner
Mem. No. 040268
Place : Ahmedabad
Date : 30th May, 2017

ANNEXURE - A

The Annexure referred to in Independent Auditors' Report to the members of Omkar Pharmachem Limited on the financial statements for the year ended March 31, 2017, we report that:

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

According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and cess were in arrears, as at 31st March, 2017 for a period of more than six months from the date they become payable.
 - (b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and cess which have not been deposited on account of any dispute.
 - viii. According to information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or debenture holders during the year. Accordingly paragraph 3 (viii) of the Order is not applicable.
 - ix. In our opinion, and according to the information and explanations given to us, the company has not raised moneys by way of public offer (including debt instrument) or further public offer and term loans during the period. Accordingly this clause is not applicable.
 - x. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, and according to information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
 - xi. No managerial remuneration has been paid or provided.
 - xii. The company is not a Nidhi Company hence this clause is not applicable.
-

- xiii. There are no related party transactions during the period.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of section 192 of Companies Act, 2013 are not applicable to the company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

(Rajesh J. Shah)
Partner
Mem. No. 040268
Place : Ahmedabad
Date : 30th May, 2017

ANNEXURE - B

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

We have audited the internal financial controls over financial reporting of Omkar Pharmachem Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

(Rajesh J. Shah)
Partner
Mem. No. 040268
Place : Ahmedabad
Date : 30th May, 2017

OMKAR PHARMACHEM LIMITED

CIN No. L24231GJ1995PLC025276 Email id investors.opl@gmail.com

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

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	NOTES	AS ON 31-03-2017 Rs.	AS ON 31-03-2016 Rs.
A. EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUNDS :			
a) Share Capital	1	100,836,750	100,836,750
b) Reserves and Surplus	2	(7,065,035)	(9,270,574)
c) Money received against share warrants	-	-	-
		93,771,715	91,566,176
2) SHARE APPLICATION MONEY PENDING ALLOTMENT			
3) NON-CURRENT LIABILITIES			
a) Long Term Borrowings		-	-
b) Deferred Tax Liability (Net)		-	-
c) Other Long-term Liabilities		-	-
d) Long-term Provisions		-	-
4) CURRENT LIABILITIES			
a) Short-term Borrowings		-	-
b) Trade Payables	3	315,386	443,823
c) Other Current Liabilities	4	166,947	5,148,712
d) Short-term Provisions	5	56,751	43,558
		539,084	5,636,093
TOTAL		94,310,799	97,202,269
B. ASSETS			
1) NON-CURRENT ASSETS			
a) Fixed Assets			
i) Tangible Assets	6	31,656	110,700
ii) Intangible Assets		-	-
iii) Capital Work-in-progress		-	-
iv) Intangible Assets under development		-	-
b) Non-current Investments	7	93,000,005	93,000,005
c) Deferred Tax Assets (Net)	8	2,638	-
d) Long-term Loans and Advances		-	-
e) Other Non-current Assets	9	18,503	18,503
		93,052,802	93,129,208
2) CURRENT ASSETS			
a) Current Investments		-	-
b) Inventories		-	-
c) Trade Receivables	10	745,614	745,614
d) Cash and Cash Equivalents	11	512,383	3,319,940
e) Short-term Loans and Advances		-	-
f) Other Current Assets	12	-	7,507
		1,257,997	4,073,061
TOTAL		94,310,799	97,202,269

Significant Accounting Policies and Other Notes to Accounts 18

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

(Rajesh J. Shah)

Partner

Mem. No. 040268

For and on behalf of the Board

Anurag Sharma
Managing DirectorDIN: 02289261
A-727, Sarita Vihar,
New Delhi 110076Parminder Sharma
DirectorDIN: 00176300
B-31/H.No.1743,
Sector-32A,
Urban State, CHD Road,
Ludhiana 141001Gaurav Kathuria
Chief Financial
Officer
S-59,Gali No-2,
Block S South
Anarkali,
Krishna Nagar
Delhi 110051Pankaj Singh
Company
Secretary
A-136,Vivek Vihar,
Phase-1,
East Delhi,
New Delhi 110095

Place : Ahmedabad

Date : 30/05/2017

OMKAR PHARMACHEM LIMITED

CIN No. L24231GJ1995PLC025276 Email id investors.opl@gmail.com

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

PARTICULARS	NOTES	2016-2017 Rs.	2015-2016 Rs.
I) Revenue From Operations		-	-
Less : Excise duty		-	-
Revenue From Operation (Net)		-	-
II) Other Income	13	54,533	13,938
III) Total Revenue (I + II)		54,533	13,938
IV) Expenses :			
a) Cost of sales		-	-
b) Purchase of Stock-in-trade		-	-
c) Changes in Inventories of Finished Goods, WIP and Stock-in trade		-	-
d) Employee benefits expenses	14	1,369,500	279,177
e) Financial costs	15	1,523	4,168
f) Depreciation and Amortization Expenses		24,344	-
g) Other Expenses	16	784,626	901,363
Total Expenses (a + b + c + d + e + f + g)		2,179,993	1,184,708
V) Profit before exceptional and extraordinary items and tax (III - IV)		(2,125,460)	(1,170,770)
VI) Exceptional items	17	4,819,300	-
VII) Profit before extraordinary items and tax (V - VI)		2,693,840	(1,170,770)
VIII) Extra ordinary items		-	-
IX) Profit before tax (VII - VIII)		2,693,840	(1,170,770)
X) Tax Expenses			
Current Tax		490,939	-
Deffered Tax		(2,638)	-
		488,301	-
XI) Profit for the period from continuing operations (IX - X)		2,205,539	(1,170,770)
XII) Profit from discontinuing operations		-	-
XIII) Tax Expenses of discontinuing operations		-	-
XIV) Profit from discontinuing operations (after tax) (XII - XIII)		-	-
XV) Profit for the period (XI + XIV)		2,205,539	(1,170,770)
XVI) Earning per share			
(1) Basic		0.22	(0.12)
(2) Diluted		0.22	(0.12)
Significant Accounting Policies and Other Notes to Accounts	18		

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

(Rajesh J. Shah)

Partner

Mem. No. 040268

For and on behalf of the Board

Anurag Sharma
Managing DirectorDIN: 02289261
A-727, Sarita Vihar,
New Delhi 110076Parminder Sharma
DirectorDIN: 00176300
B-31/H.No.1743,
Sector-32A,
Urban State, CHD Road,
Ludhiana 141001Gaurav Kathuria
Chief Financial
Officer
S-59,Gali No-2,
Block S South
Anarkali,
Krishna Nagar
Delhi 110051Pankaj Singh
Company
Secretary
A-136,Vivek Vihar,
Phase-1,
East Delhi,
New Delhi 110095

Place : Ahmedabad

Date : 30/05/2017

OMKAR PHARMACHEM LIMITED

CIN No. L24231GJ1995PLC025276 Email id investors.opl@gmail.com

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

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

PARTICULARS	NOTES	2016-17 Rs.	2015-16 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax and exceptional items		(2,125,460)	(1,170,770)
Adjustment For :			
Depreciation		24,344	-
Net interest received		(53,010)	-
Operating profit before working capital change		(2,154,126)	(1,170,770)
Adjustment For :			
Trade and other receivables		-	121,885
Trade payable & Advances received		(5,110,202)	4,464,653
Cash Generated from operation		(7,264,328)	3,415,768
Cash flow before extra ordinary items		(7,264,328)	3,415,768
(Less) Income Tax Paid including Advance Tax/TDS less refund		(470,239)	-
NET CASH FLOW FROM OPERATING ACTIVITIES		(7,734,567)	3,415,768
B. CASH FLOW FROM INVESTING ACTIVITIES			
Sale of Fixed Assets		4,930,000	-
Sale of Investment		-	-
Purchase of Fixed Assets		(56,000)	-
Interest received		53,010	-
NET CASH USED IN INVESTING ACTIVITIES		4,927,010	-
C. CASH FLOW FROM FINANCIAL ACTIVITIES			
Repayment of Long term loans		-	(130,000)
NET CASH FLOW FROM FINANCIAL ACTIVITIES		-	(130,000)
TOTAL CASH FLOW		(2,807,557)	3,285,768
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :			
Opening Cash and Cash Equivalents			
Cash on hand		24,237	5,702
Balances with Banks		3,295,703	28,470
Closing Cash and Cash Equivalents	11		
Cash on hand		25,051	24,237
Balances with Banks		487,332	3,295,703
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS		(2,807,557)	3,285,768
Significant Accounting Policies and Other Notes to Accounts	18		

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

(Rajesh J. Shah)

Partner

Mem. No. 040268

For and on behalf of the Board

Anurag Sharma
Managing DirectorDIN: 02289261
A-727, Sarita Vihar,
New Delhi 110076Parminder Sharma
DirectorDIN: 00176300
B-31/H.No.1743,
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Urban State, CHD Road,
Ludhiana 141001Gaurav Kathuria
Chief Financial
OfficerS-59,Gali No-2,
Block S South
Anarkali,
Krishna Nagar
Delhi 110051Pankaj Singh
Company
SecretaryA-136,Vivek Vihar,
Phase-1,
East Delhi,
New Delhi 110095

Place : Ahmedabad

Date : 30/05/2017

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2017**

PARTICULARS	AS ON 31-03-2017 Rs.	AS ON 31-03-2016 Rs.
NOTE - 1 - SHARE CAPITAL :		
a) AUTHORISED SHARE CAPITAL :		
10500000 Equity Shares of Rs. 10/- each with voting rights	<u>105,000,000</u>	<u>105,000,000</u>
b) ISSUED, SUBSCRIBED and PAID UP :		
10084800 Equity Shares of Rs. 10/- each, fully paid up with voting rights	<u>100,848,000</u>	<u>100,848,000</u>
	<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 with voting rights	100,833,000	100,833,000
1500 (Previous year 1500) Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up with voting rights	3,750	3,750
	<u>100,836,750</u>	<u>100,836,750</u>
1-A) Reconciliation of Share Capital :		
(I) 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>
(II) Opening Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3,750	3,750
Increase / Decrease during the year	-	-
Closing Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	<u>3,750</u>	<u>3,750</u>

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

As year ended on	Current Year	Previous Year
i) 31-03-2016		
(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
ii) 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
iii) 31-03-2014		
(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) 31-03-2013		
(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) 31-03-2012		
(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 years.
- (2) No bonus shares were issued during last five years.
- (3) No shares were issued for consideration other than cash during last five years.
- (4) No shares have been bought back by the Company during last five years.
- (5) No shareholder is holding shares more than 5 % voting rights.

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2017**

PARTICULARS	AS ON 31-03-2017 Rs.	AS ON 31-03-2016 Rs.
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NOTE - 2 - RESERVES AND SURPLUS :**a) Profit and Loss Account :**

Opening Balance	(9,270,574)	(8,099,804)
Add : Current year	2,205,539	(1,170,770)
Closing Balance	<u>(7,065,035)</u>	<u>(9,270,574)</u>

NOTES - 3 - TRADE PAYABLES :

Dues to MSMED Creditors #	-	-
Dues to Others: Creditors for expenses	315,386	443,823
#The Company has not received the information and Certificate of Registration under MSMED from its Supplier and hence, the details are not available for disclosure.		
	<u>315,386</u>	<u>443,823</u>

NOTES - 4 - OTHER CURRENT LIABILITIES :

Advances for Land	-	4,930,000
Salary Payable	154,873	200,677
Expenses Payable	1,467	-
TDS Payable 18035	10,607	18,035
	<u>166,947</u>	<u>5,148,712</u>

NOTE - 5 - SHORT TERM PROVISIONS :

Income Tax Payable	13,193	-
Listing Fees	43,558	43,558
	<u>56,751</u>	<u>43,558</u>

NOTE - 6 - TANGIBLE ASSETS :

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

NOTE - 7 - NON-CURRENT INVESTMENTS :**Non Trade Investment:[unquoted valued at cost]**

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

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2017**

PARTICULARS	AS ON 31-03-2017 Rs.	AS ON 31-03-2016 Rs.
NOTES - 8 - DEFFERED TAX ASSET :		
Deferred Tax Asset (On difference of depreciation)		
Opening Balance	-	-
Increase / Decrease during the year	2,638	-
Closing balance	<u>2,638</u>	<u>-</u>
NOTE - 9 - OTHER NON-CURRENT ASSETS :		
Loans and Advances	18,503	18,503
	<u>18,503</u>	<u>18,503</u>
NOTE - 10 - TRADE RECEIVABLES :		
(Unsecured, Unconfirmed and Considered doubtful)		
Outstanding for more than six months	745,614	745,614
Others	-	-
	<u>745,614</u>	<u>745,614</u>
NOTE - 11 - CASH AND CASH EQUIVALENTS :		
Cash on hand	25,051	24,237
Balances with Banks	487,332	3,295,703
	<u>512,383</u>	<u>3,319,940</u>
NOTE - 12 - OTHER CURRENT ASSETS :		
MAT Credit Receivable	-	7,507
	<u>-</u>	<u>7,507</u>
NOTE - 13 - OTHER INCOME :		
Bank FD Interest	54,533	2,713
Interest On Income Tax Refund	-	11,225
	<u>54,533</u>	<u>13,938</u>
NOTE - 14 - EMPLOYEE BENEFIT EXPENSES :		
Salary Exp.	1,357,500	273,177
Transport Allowance	12,000	6,000
	<u>1,369,500</u>	<u>279,177</u>
NOTE - 15 - FINANCIAL COST :		
Interest Exp.	-	2,400
Interest On TDS	815	144
Bank Charges	708	1,624
	<u>1,523</u>	<u>4,168</u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2017**

PARTICULARS	AS ON 31-03-2017 Rs.	AS ON 31-03-2016 Rs.
NOTE - 16 - OTHER EXPENSES :		
Advertisement Exps.	26,200	42,779
Auditors Remuneration	37,375	37,213
Conveyance Allowance	12,000	-
Conveyance Exps.	4,196	-
C.S. Certificate Exp.	18,000	18,000
Dmat Charges	186,111	174,474
Internet Exp.	858	-
Listing Fees	229,000	271,011
Miscellaneous Exp.	2,791	4,549
Office Expenses	10,787	6,000
Postage & Courier Exp.	24,544	32,202
Professional Fees	94,500	96,000
Reg. A. D. Exp.	-	1,200
Rent Exp.	36,000	24,000
ROC Exp.	21,600	50,800
Stationery & Printing Exp.	30,000	53,250
Telephone Exps.	16,810	-
Travelling Exps.	9,850	-
Website Expense	2,357	2,050
Xerox Exp.	82	60
Prior Period Items	21,565	87,775
	784,626	901,363
16-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) Service tax	4,875	4,713
	37,375	37,213
16-B) Prior Period Items:		
Demat Charges	21,565	-
Listing Fees	-	67,416
Auditors' fee	-	20,359
	21,565	67,416
NOTE - 17 - EXCEPTIONAL ITEMS :		
Profit on Sale of Land	4,819,300	-
	4,819,300	-

NOTE - 18 - SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS :**a) General**

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

b) Fixed Assets and Depreciation

- i) Fixed assets are stated at written down value after deducting depreciation to date from cost.
- ii) The Company has charged depreciation in keeping with the requirements of Schedule II to the Companies Act, 2013.

c) Trade Payables/Receivables and Loans and Advances

Trade Receivables are stated without making provision for doubtful balances. They all are subject to the confirmation of the parties.

d) Investments

Investments are classified as non-current investments and are stated at cost.

e) Deferred Tax

Deferred Tax Assets and Liabilities are recognised as per Accounting Standard - 22 on 'Accounting for Taxes on Income' issued by The Institute of Chartered Accountants of India. Deferred tax asset in respect of its brought forward losses are not recognized as the company does not fore see to have profit to absorb the said carried forward loss in near future.

f) Revenue from Operations

Revenue from Operations is recognised when bill is raised.

g) Expenses

Expenses are recorded for on accrual basis and provision is made for all known losses and liabilities.

h) Remuneration and Sitting Fees to Directors

No remuneration and sitting fees are paid to the directors.

i) Earning per Share

Basic Earnings Per Share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity share.

- (a) The amount used as the numerator in calculating basic and diluted earnings per shares the net profit (Loss) for the year disclosed in the statement of profit and loss.
- (b) The weighted average number of equity shares used as denominator in calculating both basic and diluted earnings per share is 10083675

j) Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand.

k) Specified Bank Notes (SBN)

The details of SBN held and transacted during the period from 8th November, 2016 to 30th December, 2016 is as under:

Particular	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8-11-2016	57,500	1,736	59,236
(+) Permitted receipts	-	50,000	50,000
(-) Permitted payments	-	25,753	25,753
(-) Amount deposited in Banks	57,500	-	57,500
Closing cash in hand as on 30-12-2016	-	25,983	25,983

l) Prior Period Items

Prior period items as shown in note 16 & 16-B shows balance payments made to Alankit Assignments Limited (Registrar & Share Transfer Agents) for services provided by it during earlier years.

m) Segment Information as per accounting standard 17

Segment Reporting as defined in Accounting Standard 17 is not applicable since company has no segments.

n) Cash Flow Statement

Cash flows are reported using the indirect method.

o) Disclosure u/s 186 (4) of Companies Act, 2013

Investments covered under section 186 (4) of companies act, 2013:

Investment in Equity shares of A.B. Sugars Ltd. As on 31st March 2017 Rs. 93000005

p) Retirement Benefit Costs

The Same shall be accounted for as and when the statutory liability arises or enforced.

q) Foreign Currency Transactions

No Foreign Currency Transactions were entered by the Company during the previous year.

r) Related Party Disclosure

Related Party Disclosure as required by Accounting Standard - 18 is as under :

1. Key Management Personnel and their relatives :
 1. Anurag Sharma - Managing Director
 2. Gaurav Kathuria - Chief Financial Officer
 3. Amit Anand - Company Secretary
 4. Pankaj Singh - Company Secretary
2. Key Management Personnel and/or their relatives have significant influence over the following enterprises : None
3. No transactions were carried out with the related parties in the ordinary course of business except salary paid to CFO Gaurav Kathuria Rs. 845500 and to Company Secretary Amit Anand Rs. 20000 and to Company Secretary Pankaj Singh Rs. 282000.

s) Previous Year's Data

Previous Year's Data is regrouped/rearranged whenever necessary.

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

(Rajesh J. Shah)

Partner

Mem. No. 040268

Place : Ahmedabad

Date : 30/05/2017

For and on behalf of the Board

Anurag Sharma
Managing Director

DIN: 02289261
A-727, Sarita Vihar,
New Delhi 110076

Parminder Sharma
Director

DIN: 00176300
B-31/H.No.1743,
Sector-32A,
Urban State, CHD Road,
Ludhiana 141001

Gaurav Kathuria
Chief Financial
Officer

S-59,Gali No-2,
Block S South
Anarkali,
Krishna Nagar
Delhi 110051

Pankaj Singh
Company
Secretary

A-136,Vivek Vihar,
Phase-1,
East Delhi,
New Delhi 110095

OMKAR PHARMACHEM LIMITED

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

22nd Annual General Meeting to be held on Thursday, the 28th day of September, 2017 at 11.00 a.m. at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006.

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

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

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

1. Name : _____ Email Id : _____

Address : _____

Signature : _____ or failing him

2. Name : _____ Email Id : _____

Address : _____

Signature : _____ or failing him

3. Name : _____ Email Id : _____

Address : _____

Signature : _____

As my/our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the 22nd Annual General Meeting of the Company to be held on Thursday, 28th September, 2017 at 11.00 pm at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Adoption of Financial Statements.		
2	Appoint a Director in place of Mr. Parminder Sharma who retires by rotation.		
3	To ratify the appointment of Auditors and to fix their remuneration		

Signed this _____ day of _____, 2017

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

Affix
revenue
Stamp**NOTES:**

- This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company at 501, Mahakant Building, Opp. V.S. Hospital, Ashram Road, Ellisbridge, Ahmedabad 380006 not less than 48 hours before the commencement of the Meeting.
- 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,

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

ATTENDANCE SLIP**22nd Annual General Meeting- 28th September, 2017**

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 22nd ANNUAL GENERAL MEETING of the company held on Thursday, September 28, 2017 at 11: 00 hrs at 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006

Signature of Shareholder/Proxy present**Note:** Shareholder/Proxy holder wishing to attend the meeting should attach this Attendance Slip to the meeting and handover at the entrance duly signed.

Book Post

To

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