

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of the Company is scheduled to be held on Monday, the 30<sup>th</sup> day of September, 2013 at the registered office of the company at 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006 at 11.00 a.m. to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended on that date of the company together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Anurag Sharma who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. Mitesh P. Vora & Co., Chartered Accounts, as statutory auditors of the company to hold Office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

For and on behalf of the Board

Place: Ahmedabad

Date : 31<sup>st</sup> May, 2013

(Anurag Sharma)  
Managing Director

### Notes:

- 1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more persons as his proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form, in order to be effective must be deposited at registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.**
2. All documents referred to in the accompanying notice including the Article of Association of the company are open for inspection at its Registered Office during office hours on all working days except Saturday and holiday, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
3. A member or his proxy should bring the Attendance Slip duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending the meeting.
4. In the case of joint holders attending the meetings, only such joint holder who is higher in the order of names will be entitled to vote.
5. The register of Members and Share Transfer Books of the company will remain closed from Tuesday, the 24<sup>th</sup> September, 2013 to Monday, 30<sup>th</sup> September, 2013 (both days inclusive).

6. Members are requested to send their queries at the registered office of the company, if any, on the accounts and operation of the Company at least 7 days before the Annual General Meeting.

7. Shareholders are requested to bring their Copy of Annual Report to the Meeting.

8. Corporate members intending to send their authorized representatives to attend and vote at the Annual General Meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

9. Brief biography of Directors proposed to be Appointed/Reappointed as required in terms of clause 49 of the listing agreement are as under:

Mr. Anurag Sharma, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappoint. The information or details to be provided under Corporate Governance code for the aforesaid director are as under:

Mr. Anurag Sharma, aged 55 years is a Master in Commerce having about 28 years of experience in corporate field. He is a Managing Director of the company since 30<sup>th</sup> August, 2001. He is a senior business executive having exposure in various areas of operations of company/ different business segments. He has expertise in successful implementation of many business ventures.

For and on behalf of the Board

Place: Ahmedabad

Date : 31<sup>st</sup> May, 2013

(Anurag Sharma)  
Managing Director

## DIRECTORS' REPORT

To The Members,

Your Directors hereby present their 18<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Accounts for the year ended 31st March 2013.

### Financial Performance

[Amount in Rs.]

	For the year ended on 31 <sup>st</sup> March,	
	2013	2012
Total income	600000	650000
Profit (Loss) before depreciation and taxation	(123893)	(21491)
Depreciation	-	-
Profit (Loss) Before Taxation	(123893)	(21491)
Provision for Taxation	-	-
Profit (loss) After Tax	(123893)	(21491)

### Dividend

Your directors regret their inability to propose any dividend in view of the accumulated losses of the company.

### Operations

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

### Conservation of Energy, Technology Absorption and Foreign Exchange earning and outgo:

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

### Personnel

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

### Directors

Mr. Anurag Sharma who retires by rotation and being eligible, offers themselves for reappointment.

### Auditors and Auditors' Report

The auditors, M/s Mitesh P. Vora & Co., Chartered Accountants, retire as auditors of the Company at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. The notes to the accounts referred to in the Auditors Report are self explanatory and therefore, do not call for any further comments.

### **Directors' Responsibility Statement**

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

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

### **Corporate Governance**

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

### **Fixed Deposits**

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

### **Appreciation**

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

Place : Ahmedabad  
Date : 31<sup>st</sup> May, 2013

ON BEHALF OF BOARD OF DIRECTORS

ANURAG SHARMA  
MANAGING DIRECTOR

HARPAL SINGH  
DIRECTOR

# **REPORT ON CORPORATE GOVERNANCE**

## **Management Discussion and Analysis:**

### **Overall Review, Opportunities and challenges**

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

### **Outlook**

The Indian Economy is expected to register GDP growth rates of 8% to 10% per annum over the next several years. It is also expected that the economy of the world as overall will also come out of the recession. The Company is likely to benefit substantially from this economic growth by way of starting its activities.

### **Adequacy of Internal Controls**

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and that 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.

### **Segmentwise Reporting**

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

### **Human Resource Development**

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

### **Corporate Governance Disclosure**

In compliance with clause 49 of the Listing Agreement with stock exchanges, the company submits the report on the matters mentioned in the said clause and practice as followed by the company.

## **1. Company's Philosophy on Code of Governance**

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

## **2. Board of Directors**

The Board of Directors consists of 1 executive director and 3 non-executive directors. All the directors are independent directors. During the year ended on 31<sup>st</sup> March, 2013, the board met 6 times (as against the minimum requirement of 4 meetings) on the following dates, namely, 31<sup>st</sup> May, 2012; 31<sup>st</sup> July, 2012; 14<sup>th</sup> September, 2012, 3<sup>rd</sup> October, 2012, 31<sup>th</sup> October, 2012 and 31<sup>st</sup> January, 2013. The maximum time gap between any meetings was not more than three calendar

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

Names of the Directors	Category of membership	Relationship with other Directors	Attendance Particulars			Other directorships & Chairmanships Committee member		
			Board Meeting		Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
			Held	Attended				
Anurag Sharma	CMD&ID	-	6	6	Yes	-	-	-
S. S. Bindra	NE&ID	-	6	4	No	-	-	-
Harpal Singh	NE&ID	-	6	6	No	-	-	-
Avez Ahmed*	NE&ID	-	2	0	No	-	-	-
Parminder Sharma	NE&ID	-	6	5	No	-	-	-

C: Chairman, MD: Managing Director, NE: Non-Executive Director, ID: independent Director  
None of the director is a member in more than ten committees and acts a chairman in more than five committees across all companies in which he is a director. None of the directors is paid any salary, fee, remuneration, perquisites etc.

\*Vacated office of director w.e.f. 14/09/2012 due to resignation.

### 3. Code of Conduct

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

### 4. Audit Committee

The Audit committee constituted by the Board of Directors consist of 3 (three) independent directors, namely, Mr. S. S. Bindra, Mr.Harpal Singh and Mr. Parminder Sharma. Mr. Parminder Sharma was appointed as committee member w.e.f. 14/09/2012 in place of Mr. Avez Ahmed. Mr. Harpal Singh is the chairman of the audit committee. Mr.Amar Nath Jaiswal, company secretary is secretary to the audit committee.

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

- (a) Oversight of the company's financial reporting process and the disclosure of its financial information .
- (b) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- (c) Reviewing with management the quarterly/annual financial statements before submission to the board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management (iii) qualifications in draft audit report (iv) significant adjustments arising out of audit (v) the going concern assumption (vi) compliance with accounting standards (vii)compliance with stock exchange and legal

requirements concerning financial statements and (viii) any related party transactions i.e. transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.

(d) Reviewing with the management and auditors, the adequacy of internal control systems.

(e) Discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.

(f) Reviewing the company's various financial and risk management policies

(g) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors. Four audit committee meetings were held during the year under review on 31<sup>st</sup> May, 2012; 31<sup>st</sup> July, 2012; 31<sup>th</sup> October, 2012 and 31<sup>st</sup> January, 2013. Detail relating attendance to Audit committee meetings is as follows:

Names of the Directors	No. of meetings held	No. of meetings attended
S. S. Bindra	4	4
Harpal Singh	4	4
Parminder Sharma	2	2
Avez Ahmed	2	0

## 5. Remuneration Committee

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

## 6. Shareholders' Grievance Committee

The Committee comprises of Shri S.S. Bindra and Shri Harpal Singh. The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressing of shareholders'/investors' complaints like transfer of shares, non receipt of balance sheet, etc. The Committee oversees the performance of the registrar and transfer Agents and recommends measures for overall improvement of the quality of investor services. Mr. Amar Nath Jaiswal, Company Secretary is the Compliance officer. During the year under review no requests/complaints were received from investors. Four Shareholders' Grievance committee meetings were held during the year under review on 31<sup>st</sup> May, 2011; 31<sup>st</sup> July, 2011; 31<sup>th</sup> October, 2011 and 31<sup>st</sup> January, 2012. Detail relating to attendance to Shareholders' Grievance Committee meetings is as follows:

Names of the Directors	No. of meetings held	No. of meetings attended
S. S. Bindra	4	4
Harpal Singh	4	4

## 7. General Body meetings:

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

Year ended on 31 <sup>st</sup> March	Location	Date	Time	No. of Special Resolutions Passed
2010 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	30/09/2010	11:00 a.m.	0
2011 AGM	Same as above	30/09/2011	11:00 a.m.	0
2012 AGM	Same as above	29/09/2012	11:00 a.m.	0

### Note:

No Postal ballots were used/ invited for voting at these meetings as no special resolution is passed. The Company shall comply with the requirements relating to postal ballot as and when required.

## 8. Disclosures

(a) Disclosures on materially significant related party transaction of the company i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large. There was no transaction with any of the related parties.

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

## 9. Means of Communication

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

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

## 10. General Shareholder Information

### Company Registration Details

The company is registered in the state of Gujarat. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24231GJ1995PLC025276.

### Annual General Meeting

Date and Time : 30<sup>th</sup> September, 2013 at 11.00 a.m.

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



## **Financial Year of the Company**

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

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

- \* 2<sup>nd</sup> quarter - Last week of October, 2013
- \* 3<sup>rd</sup> quarter - Last week of January, 2014
- \* 4<sup>th</sup> quarter - Last week of May, 2014
- \* AGM - September, 2014

## **Book Closure date**

The register of Members and Share Transfer Books shall remain closed from Tuesday, the 24<sup>th</sup> September, 2013 to Monday, 30<sup>th</sup> September, 2013 (both days inclusive).

**Dividend payment**                      No dividend

**Listing of Equity Shares** Ahmedabad Stock Exchange Limited (ASE);  
Bombay Stock Exchange Limited (BSE)

The company has paid annual listing fee to The Ahmedabad Stock Exchange and Bombay Stock Exchange for the year 2013-2014.

## **Stock Market Data**

Ahmedabad Stock Exchange	Stock Code	42227
The Stock Exchange, Mumbai	Stock Code	532167

## **Registrar and Transfer Agents [For both physical & demat segment]**

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

## **Compliance Officer**

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

## **Registered Office**

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

## **Investor Correspondence**

- (a) For transfer/dematerialization of shares and other query relating to shares
- (b) Any other query on Annual Report

Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055.  
501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad – 380006.

**Distribution of Shareholding as on 31<sup>st</sup> March, 2013 :**

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	As a Percentage of ( A + B + C )
<b>( A )</b>	<b>Shareholding of Promoters and Promoter Group</b>			
	(1) Indian	14	2600	0.03
	(2) Foreign	0	0	0.00
	<b>Total Shareholding of Promoters and Promoter Group ( A )</b>	<b>14</b>	<b>2600</b>	<b>0.03</b>
<b>( B )</b>	<b>Public Shareholding</b>			
	(1) Institutional	1	150000	1.49
	(2) Non-institutional	3501	9932200	98.48
	<b>Total Public Shareholding ( B )</b>	<b>3502</b>	<b>10082200</b>	<b>99.97</b>
<b>( C )</b>	<b>Shares held by custodian against which Depository Receipts have been issued ( C )</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total ( A + B + C )</b>	<b>3516</b>	<b>10084800</b>	<b>100.00</b>

**Shareholding Pattern by size as on 31<sup>st</sup> March, 2012 :**

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	473	144200	1.43
3	501 – 1000	157	149100	1.478
4	1001 – 5000	96	233600	2.316
5	5001 – 10000	2	16100	0.16
6	10001 – 20000	16	310500	3.079
7	20001 – 30000	30	820000	8.131
8	30001 – 40000	18	635000	6.297
9	40001 – 50000	6	295000	2.925
10	50001 – 100000	36	2372500	23.526
11	100001 – 500000	30	4843600	48.029
	<b>Total</b>	<b>3516</b>	<b>10084800</b>	<b>100.00</b>

**Status of Dematerialization of Share as of 31<sup>st</sup> March, 2013 :**

The percentage of shareholding in dematerialized form is as follows:

In 2012-13 - 40.84 %    In 2011-12 - 40.84 %    In 2010-11 - 40.84 %

Place : Ahmedabad  
Date : 31<sup>st</sup> May, 2013

ON BEHALF OF BOARD OF DIRECTORS

ANURAG SHARMA  
MANAGING DIRECTOR

HARPAL SINGH  
DIRECTOR

**ANNEXURE TO CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2013 DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT**

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

Place : Ahmedabad  
Date : 31<sup>st</sup> May, 2013

For, Omkar Pharmachem Limited

Anurag Sharma  
Chairman and Managing Director

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Shareholders,  
Omkar Pharmachem Limited

We have examined the compliance of conditions of Corporate Governance by Omkar Pharmachem Limited for the year ended on 31<sup>st</sup> March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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

In our opinion and to the rest of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement, for the year 31<sup>st</sup> March, 2013.

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

Place : Ahmedabad  
Date : 31<sup>st</sup> May, 2013

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

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

## INDEPENDENT AUDITOR'S REPORT

To,  
The members of Omkar Pharmachem Limited,

### Report on the Financial Statements

We have audited the accompanying financial statements Omkar Pharmachem Limited ('the company') which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement, and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of Balance sheet, of the state of affairs of the company as at 31st March, 2013;
- (b) in the case of Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by The Companies (Auditors' Reports) Order, 2003("the order") issued by the Central Government of India and in terms of sub-section (4A) of section 227 of the Act, we give in the annexure a statement on the matters specified in paragraph 4 & 5 of the order.
2. As required by section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best our knowledge and belief were necessary for the purpose of audit;
  - (b) In our opinion proper books of account as required by law have been kept by the company, so far as appears from our examination of those books;
  - (c) The Balance sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
  - (d) In our opinion the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standard referred in sub-section 3C of Section 211 of the Act.
  - (e) on the basis of written representations received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

Place : Ahmedabad  
Date : 31/05/2013

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

## ANNEXURE TO AUDITORS' REPORT

**[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Omkar Pharmachem Limited on the financial statements for the year ended 31st March, 2013]**

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

(Contd.../-)

**ANNEXURE TO AUDITORS' REPORT 31ST MARCH, 2013**  
**OMKAR PHARMACHEM LIMITED**

(Contd.../-)

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

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

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

Place : Ahmedabad  
Date : 31/05/2013

**OMKAR PHARMACHEM LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2013**

PARTICULARS	NOTES	AS ON	AS ON
		31ST MARCH, 2013	31ST MARCH, 2012
<b>A. EQUITY AND LIABILITIES</b>			
<b>1) SHAREHOLDERS' FUNDS :</b>			
a) Share Capital	1	100836750	100836750
b) Reserves and Surplus	2	-7526012	-7402119
c) Money received against share warrants		0	0
		<b>93310738</b>	<b>93434631</b>
<b>2) SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		0	0
<b>3) NON-CURRENT LIABILITIES</b>			
a) Long Term Borrowings	3	130000	130000
b) Deferred Tax Liability (Net)		0	0
c) Other Long-term Liabilities		0	0
d) Long-term Provisions		0	0
		<b>130000</b>	<b>130000</b>
<b>4) CURRENT LIABILITIES</b>			
a) Short-term Borrowings		0	0
b) Trade Payables	4	77731	77939
c) Other Current Liabilities	5	915000	915000
d) Short-term Provisions	6	164393	98638
		<b>1157124</b>	<b>1091577</b>
<b>TOTAL</b>		<b>94597862</b>	<b>94656208</b>
<b>B. ASSETS</b>			
<b>1) NON-CURRENT ASSETS</b>			
a) Fixed Assets			
i) Tangible Assets	7	110700	110700
ii) Intangible Assets		0	0
iii) Capital Work-in-progress		0	0
iv) Intangible Assets under development		0	0
b) Non-current Investments	8	93000005	93000005
c) Deferred Tax Assets (Net)		0	0
d) Long-term Loans and Advances		0	0
e) Other Non-current Assets	9	18503	18503
		<b>93129208</b>	<b>93129208</b>
<b>2) CURRENT ASSETS</b>			
a) Current Investments		0	0
b) Inventories		0	0
c) Trade Receivables	10	1020114	745614
d) Cash and Cash Equivalents	11	323540	668126
e) Short-term Loans and Advances		0	0
f) Other Current Assets	12	125000	113260
		<b>1468654</b>	<b>1527000</b>
<b>TOTAL</b>		<b>94597862</b>	<b>94656208</b>
<b>Significant Accounting Policies and Other Notes to Accounts</b>	17		

Above notes are an integral part of the Balance Sheet.

As per our Report of even date

For, Mitesh P. Vora & Co.

Chartered Accountants

FRN 116071W

(Mitesh P. Vora)

Partner

Mem. No. 37530

Place : Ahmedabad

Date : 31/05/2013

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary

**OMKAR PHARMACHEM LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2013**

PARTICULARS	NOTES	AS ON	AS ON
		31ST MARCH, 2013	31ST MARCH, 2012
<b>I) Revenue From Operations</b>	13	600000	650000
Less : Excise duty		0	0
Revenue From Operation (Net)		600000	650000
<b>II) Other Income</b>		0	0
<b>III) Total Revenue ( I + II )</b>		<b>600000</b>	<b>650000</b>
<b>IV) Expenses :</b>			
a) Cost of sales		0	0
b) Purchase of Stock-in-trade		0	0
c) Changes in Inventories of Finished Goods, WIP and Stock-in trade		0	0
d) Employee benefits expenses	14	355500	336000
e) Financial cost	15	1730	2940
f) Depreciation and Amortization Expenses		0	0
g) Other Expenses	16	366663	332551
<b>Total Expenses ( a + b + c + d + e + f + g )</b>		<b>723893</b>	<b>671491</b>
<b>V) Profit before exceptional and extraordinary items and tax ( III - IV )</b>		<b>-123893</b>	<b>-21491</b>
<b>VI) Exceptional items</b>		0	0
<b>VII) Profit before extraordinary items and tax ( V - VI )</b>		<b>-123893</b>	<b>-21491</b>
<b>VIII) Extra ordinary items</b>		0	0
<b>IX) Profit before tax ( VII - VIII )</b>		<b>-123893</b>	<b>-21491</b>
<b>X) Tax Expenses</b>			
Provision for Tax		0	0
		<b>0</b>	<b>0</b>
<b>XI) Profit for the period from continuing operations ( IX - X )</b>		<b>-123893</b>	<b>-21491</b>
<b>XII) Profit from discontinuing operations</b>		0	0
<b>XIII) Tax Expenses of discontinuing operations</b>		0	0
<b>XIV) Profit from discontinuing operations (after tax) ( XII - XIII )</b>		<b>0</b>	<b>0</b>
<b>XV) Profit for the period ( XI + XIV )</b>		<b>-123893</b>	<b>-21491</b>
<b>XVI) Earning per share</b>			
(1) Basic		-0.012	-0.002
(2) Diluted		-0.012	-0.002
<b>Significant Accounting Policies and Other Notes to Accounts</b>	17		

Above notes are an integral part of the Statement of Profit and Loss.

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

(Mitesh P. Vora)  
Partner  
Mem. No. 37530  
Place : Ahmedabad  
Date : 31/05/2013

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary



**OMKAR PHARMACHEM LIMITED**

**CASH FLOW STATEMENT**

PARTICULARS	NOTES	AS ON	AS ON
		31ST MARCH, 2013	31ST MARCH, 2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit before tax and extra ordinary items		-123893	-21491
Adjustment For :			
Depreciation		0	0
Net interest received		0	0
<b>Operating profit before working capital change</b>		<b>-123893</b>	<b>-21491</b>
Adjustment For :			
Trade and other receivables		-286240	-113260
Trade payable & Advances received		65547	-232315
<b>Cash Generated from operation</b>		<b>-344586</b>	<b>-367066</b>
<b>Cash flow before extra ordinary items</b>		<b>-344586</b>	<b>-367066</b>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>-344586</b>	<b>-367066</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Sale of Fixed Assets [Advance for sale of fixed asset]		0	700000
Sale of Investment		0	115995
Purchase of Investments		0	0
Interest received		0	0
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>0</b>	<b>815995</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>			
Repayment of short term loans		0	0
<b>NET CASH FLOW FROM FINANCIAL ACTIVITIES</b>		<b>0</b>	<b>0</b>
<b>TOTAL CASH FLOW</b>		<b>-344586</b>	<b>448929</b>
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :</b>			
<b>Opening Cash and Cash Equivalents</b>			
Cash on hand		69324	103077
Balances with Banks		598802	116120
<b>Closing Cash and Cash Equivalents</b>			
Cash on hand		62324	69324
Balances with Banks		261216	598802
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>-344586</b>	<b>448929</b>

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

(Mitesh P. Vora)  
Partner  
Mem. No. 37530  
Place : Ahmedabad  
Date : 31/05/2013

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amit R. Anand - Company Secretary

**OMKAR PHARMACHEM LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**

PARTICULARS	AS ON	AS ON
	31ST MARCH, 2013	31ST MARCH, 2012
<b>NOTE - 1 SHARE CAPITAL</b>		
<b>a) AUTHORISED SHARE CAPITAL :</b> 10500000 Equity Shares of Rs. 10/- each with voting rights	<b>105000000</b>	<b>105000000</b>
<b>b) ISSUED AND SUBSCRIBED CAPITAL :</b> 10084800 Equity Shares of Rs. 10/- each, fully paid up with voting rights	100848000	100848000
	<b>100848000</b>	<b>100848000</b>
<b>c) PAID UP CAPITAL:</b> 10083300 Equity Shares of Rs. 10/- each, fully paid up with voting rights 1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up with voting rights	100833000 3750	100833000 3750
	<b>100836750</b>	<b>100836750</b>
<b>1-A) Reconciliation of Share Capital</b>		
<b>(I) Opening Balance</b> (10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
Increase / Decrease during the year	0	0
Closing Balance (10083300 Equity Shares of Rs. 10/- each fully paid up)	<b>100833000</b>	<b>100833000</b>
<b>(II) Opening Balance</b> (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
Increase / Decrease during the year	0	0
Closing Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	<b>3750</b>	<b>3750</b>
<b>1-B) Details of paid up share capital in last five financial years</b>		
<b>As year ended on -</b>	<b>Current Year</b>	<b>Previous Year</b>
<b>i) 31-03-2012</b> (10083300 Equity Shares of Rs. 10/- each fully paid up) (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	100833000 3750	100833000 3750
<b>ii) 31-03-2011</b> (10083300 Equity Shares of Rs. 10/- each fully paid up) (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	100833000 3750	100833000 3750
<b>iii) 31-03-2010</b> (10083300 Equity Shares of Rs. 10/- each fully paid up) (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	100833000 3750	100833000 3750
<b>iv) 31-03-2009</b> (10083300 Equity Shares of Rs. 10/- each fully paid up) (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	100833000 3750	100833000 3750
<b>v) 31-03-2008</b> (10083300 Equity Shares of Rs. 10/- each fully paid up) (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	100833000 3750	100833000 3750
<b>Notes :</b>		
(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.		
<b>NOTE - 2 RESERVES AND SURPLUS</b>		
<b>a) Profit and Loss Account</b>		
Opening Balance	-7402119	-7380628
Add : Current year	-123893	-21491
Less : Provision for Tax	0	0
Closing Balance	<b>-7526012</b>	<b>-7402119</b>

**OMKAR PHARMACHEM LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**

PARTICULARS	AS ON	AS ON
	31ST MARCH, 2013	31ST MARCH, 2012
<b>NOTE - 3 LONG TERM BORROWINGS</b>		
Unsecured		
a) From Corporates	0	0
From Directors, Shareholders and Relatives	130000	130000
	<b>130000</b>	<b>130000</b>
<b>NOTES - 4 TRADE PAYABLES</b>		
Dues to MSMED Creditors #	0	0
Dues to Others	77731	77939
# The Company has not received the information and Certificate of Registration under MSMED from its Supplier and hence, the details are not available for disclosure.		
	<b>77731</b>	<b>77939</b>
<b>NOTES - 5 OTHER CURRENT LIABILITIES</b>		
Advances for Land	915000	915000
	<b>915000</b>	<b>915000</b>
<b>NOTE - 6 SHORT TERM PROVISIONS</b>		
Salary Payable	157500	92000
TDS Payable	6893	6638
	<b>164393</b>	<b>98638</b>
<b>NOTE - 8 NON-CURRENT INVESTMENTS</b>		
Non Trade Investment:[unquoted valued at cost]		
A. B. Sugars Ltd. - 2657143[Previous year 2657143 equity Shares of Rs. 10 each at a premium of Rs. 25	93000005	93000005
	<b>93000005</b>	<b>93000005</b>
<b>NOTE - 9 OTHER NON-CURRENT ASSETS</b>		
Loans and Advances	18503	18503
	<b>18503</b>	<b>18503</b>
<b>NOTE - 10 TRADE RECEIVABLES</b>		
(Unsecured, Unconfirmed and Considered doubtful)		
Outstanding for more than six months	745614	745614
Others	274500	0
	<b>1020114</b>	<b>745614</b>
<b>NOTE - 11 CASH AND CASH EQUIVALENTS</b>		
Cash on hand	62324	69324
Balances with Banks	261216	598802
	<b>323540</b>	<b>668126</b>
<b>NOTE - 12 OTHER CURRENT ASSETS</b>		
Listing Fees paid in advance	0	48260
TDS Receivable	125000	65000
	<b>125000</b>	<b>113260</b>



**OMKAR PHARMACHEM LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**

PARTICULARS	AS ON	AS ON
	31ST MARCH, 2013	31ST MARCH, 2012
<b>NOTE - 13 REVENUE FROM OPERATIONS</b>		
Commission Income	600000	650000
	<b>600000</b>	<b>650000</b>
<b>NOTE - 14 EMPLOYEE BENEFIT EXPENSES</b>		
Salary Exp.	355500	336000
	<b>355500</b>	<b>336000</b>
<b>NOTE - 15 FINANCIAL COST</b>		
Interest Exp.	763	467
Bank Charges	967	2473
	<b>1730</b>	<b>2940</b>
<b>NOTE - 16 OTHER EXPENSES</b>		
Advertisement Exps.	40097	29189
Audit Fees	35000	27000
C.S. Certificate Exp.	19500	15000
Dmat Charges	135106	136077
Fax Exp.	39	62
Listing Fees	97157	89440
Misc. Exp.	700	3000
Postage & Courier Exp.	120	95
Reg. A. D. Exp.	1294	1646
Rent Exp.	18000	12000
ROC Exp.	3500	5000
Stationery & Printing Exp.	16000	14000
Xerox Exp.	150	42
	<b>366663</b>	<b>332551</b>
<b>17-A) Payment to Auditors comprises of</b>		
i) Fees for Company Audit work	15000	12000
ii) Fees for other work	20000	15000
	<b>35000</b>	<b>27000</b>

**OMKAR PHARMACHEM LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**

**NOTE - 17    SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

**a) General**

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

**b) Fixed Assets and Depreciation**

- i) Fixed assets are stated at written down value after deducting depreciation to date from cost.
- ii) The company has no depreciable Fixed Assets.

**c) Trade Payables/Receivables and Loans and Advances**

Trade Payables/Receivables and Loans and Advances are stated without making provision for doubtful balances. They all are subject to the confirmation of the parties.

**d) Investments**

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

**e) Deferred Tax**

So far as Accounting Standard 22 (As-22) on Accounting for Taxes on income is concerned, deferred tax asset in respect of its brought forward losses are not recognized as the company does not fore see to have profit to absorb the said carried forward loss in near future.

**f) Revenue from Operations**

Revenue from Operations is recognised when bill is raised.

**g) Expenses**

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

**h) Remuneration and Sitting Fees to Directors**

No remuneration and sitting fees are paid to the directors.

**i) Earning per Share**

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

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

**j) Cash and Cash Equivalents**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

**k) Segment Information as per accounting standard 17**

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

**l) Foreign Currency Transactions**

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

**OMKAR PHARMACHEM LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**

**m) Related Party Disclosure**

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

- 1. Key Management Personnel and their relatives** : None
- 2. Key Management Personnel and/or their relatives have significant influence over the following enterprises** : None
- 3. No transactions were carried out with the related parties in the ordinary course of business.**

**n) Previous Year's Data**

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

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

(Mitesh P. Vora)  
Partner  
Mem. No. 37530  
Place : Ahmedabad  
Date : 31/05/2013

For and on behalf of the board

Director

Director

Amit R. Anand- Company Secretary