

**OMKAR
PHARMACHEM LIMITED**

**17th ANNUAL REPORT
2011-2012**

: BOARD OF DIRECTORS :

Mr. HARPALSINGH RAGHUBIRSINGH CHAIRMAN
Mr. ANURAG SHARMA MANAGING DIRECTOR
Mr. SURENDRASING BINDRA DIRECTOR
Mr. AVEZ AHMED DIRECTOR
Mr. PARMINDER SHARMA DIRECTOR

: BANKERS :

ORIENTAL BANK OF COMMERCE

: AUDITOR :

MITESH P. VORA & CO.
CHARTERED ACCOUNTANTS, AHMEDABAD

: COMPANY SECRETARY :

AMAR NATH JAISWAL

: REGISTRAR & SHARE TRANSFER AGENTS :

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

: REGISTERED OFFICE :

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING of the Members will be held on Saturday, the 29th day of September, 2012 at the registered office of the company at 501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss of the company for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Avez Ahmed who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. Parminder Sharma who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. Mitesh P. Vora & Co., Chartered Accounts, as the auditors of the company who shall hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

For and on behalf of the Board

Place : Ahmedabad
Date : 31st May, 2012

(Anurag Sharma)
Managing Director

NOTES :

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy 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 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 shall remain closed from Monday, the 24th September, 2012 to Saturday, 29th September, 2012 (both days inclusive).
6. Members are requested to send their queries, if any, on the accounts and operation of the Company at least 7 days before the Annual General Meetings.
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. Avez Ahmed and Mr. Parminder Sharma, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappoint. The information or details to be provided under Corporate Governance code for the aforesaid directors are as under:
 1. Mr. Avez Ahmed, aged 31 years is a qualified person having about 11 years of experience in corporate field. He is a director of the company since 14th November, 2003. He has experience in various areas of operations and different business segments.
 2. Mr. Parminder Sharma, aged 41 years is a qualified person having about 18 years of experience in corporate field. He is a director of the company since 14th November, 2003.

For and on behalf of the Board

Place : Ahmedabad
Date : 31st May, 2012

(Anurag Sharma)
Managing Director

DIRECTORS' REPORT

Dear Shareholders,
OMKAR PHARMACHEM LIMITED

Your Directors have pleasure in presenting the Annual Report along with the Audited statement of Accountants of the company for the financial year ended on **31st march, 2012**.

FINANCIAL RESULTS :

[Amount in Rs.]

	For the year ended on 31st March,	
	2012	2011
Total income	650000	-
Profit (Loss) before depreciation and taxation	(21491)	(600642)
Depreciation	-	-
Profit (Loss) Before Taxation	(21491)	(600642)
Provision for Taxation	-	-
Profit (loss) After Tax	(21491)	(600642)
Available for appropriation	(7402119)	(7380628)

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.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION: ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE :

Information pursuant to Section 217(1)(e) of the companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 is as under:

- (i) The Company has not made any investment to conserve energy or any work of technology absorption
- (ii) a) Power and Fuel Consumption : Nil
- b) Foreign Exchange Earning and Outgo : 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. Avez Ahmed and Mr. Parminder Sharma who retires by rotation and being eligible, offers themselves for reappointment.

AUDITORS AND AUDITORS' REPORT :

Auditors M/s Mitesh P. Vora & Co., Chartered Accountants, Ahmedabad, the retiring auditors have furnished their eligibility u/s 224 (1-B) of the Companies Act, 1956 and offer themselves for re-appointment. 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 account, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the director had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year covered under this Report and of the profit/loss of the company for the year;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) the directors had prepared the annual accounts on a going concern basis.

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.

ON BEHALF OF BOARD OF DIRECTORS

**Place : Ahmedabad
Date : 31st May, 2012**

**ANURAG SHARMA HARPAL SINGH
MANAGING DIRECTOR 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 transaction are authorized, recorded and reported correctly. The internal control system is designed to ensure that the financial and other records are reliable, for preparing financial statements and other data, and for maintaining accountability of assets.

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 action must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. Board of Directors :

The Board of Directors consists of 1 executive director and 4 non-executive directors. All the directors are independent directors. During the year ended on 31st March, 2012, the board met 4 times (as against the minimum requirement of 4 meetings) on the following dates, namely, 31st May, 2011; 31st July, 2011; 31st October, 2011 and 31st January, 2012. The maximum time gap between any meetings was not more than three calendar months. The following table gives details of directors, attendance of directors at the board meetings and at the last annual general meeting, number of other directorship held by directors in the board/committees of various companies.

Name	Category of membership	Attendance Particulars			Other directorships and Chairmanships Committee member		
		Board Meetings		Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
		Held	Attended				
Anurag Sharma	CMD&ID	4	4	Yes	—	—	—
S. S. Bindra	NE&ID	4	4	No	—	—	—
Harpal Singh	NE&ID	4	4	No	—	—	—
Avez Ahmed	NE&ID	4	4	No	—	—	—
Parminder Sharma	NE&ID	4	4	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.

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. 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 31st May, 2011; 31st July, 2011; 31th October, 2011 and 31st January, 2012. Detail relating attendance to Audit committee meetings is as follows :

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	4	4
Harpal Singh	4	4
Avez Ahmed	4	4

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. Sharholders' 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 31st May, 2011; 31st July, 2011; 31th October, 2011 and 31st January, 2012. Detail relating to attendance to Shareholders' Grievance Committee meetings is as follows :

Name of the Director	No. of meetings held	No. of meetings attended
S. S. Bindra	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 st March	Location	Date	Time	No. of Special Resolutions Passed
2009 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	30/09/2009	11:00 a.m.	0
2010 AGM	Same as above	30/09/2010	11:00 a.m.	0
2011 AGM	Same as above	30/09/2011	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 :

- 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.
- 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 :

- The company has published its quarterly results in English in the Chankya Ni Pothe, Ahmedabad (English) and in Gujarati in The News Line, Ahmedabad.
- 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 : 29th September, 2012 at 11.00 a.m.

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

Financial Year of the Company :

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

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

- * 2nd quarter - Last week of October, 2012
- * 3rd quarter - Last week of January, 2013
- * 4th quarter - Last week of May, 2013
- * AGM - September, 2013

Book Closure date :

The register of Members and Share Transfer Books shall remain closed from Monday, the 24th September, 2012 to Saturday, 29th September, 2012 (both days inclusive).

Dividend payment date : Not Applicable

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 2011-2012.

Stock Market Data :

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

Registrar and Transfer Agents : Alankit Assignments Limited,
[For both physical & demat segment] 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. Amar Nath Jaiswal, Company Secretary is the Compliance officer of the Company.

Distribution of Shareholding as on 31st March, 2012 :

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage
(A)	Shareholding of Promoters and Promoter Group			
	(1) Indian	14	2600	0.03
	(2) Foreign	0	0	0.00
	Total Shareholding of Promoters and Promoter Group (A)	14	2600	0.03
(B)	Public Shareholding			
	(1) Institutional	1	150000	1.49
	(2) Non-institutional	3500	9932200	98.48
	Total Public Shareholding (B)	3501	10082200	99.97
(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

Shareholding Pattern by size as on 31st March, 2012 :

Si. No.	Category Shares	Holder	Shares	% of Total Shares
1	1 – 100	2652	265200	2.63
2	101 – 500	472	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
Total		3515	10084800	100.00

Status of Dematerialization of Share as of 31st March, 2012 :

The percentage of shareholding in dematerialized form is as follows:

In 2011-12 - 40.84 % In 2010-11 - 40.84 % In 2009-10 - 40.84 %

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 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.

ON BEHALF OF BOARD OF DIRECTORS

Place : Ahmedabad
Date : 31st May, 2012

ANURAG SHARMA HARPAL SINGH
MANAGING DIRECTOR DIRECTOR

ANNEXURE TO CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012 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.

For and on behalf of the Board

Place : Ahmedabad
Date : 31st May, 2012

(Anurag Sharma)
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 31st March, 2012 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 31st March, 2012.

We state that in respect of investor grievances received during the year ended 31st March, 2012, no investor grievances are pending against the company for a period exceeding one month as per records maintained by the company which are presented to the Shareholders / Investor grievance Committee.

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

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

Place : Ahmedabad
Date : 31st May, 2012

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

AUDITOR'S REPORT

To,
The Shareholders,
Omkar Pharmachem Limited

1. We have audited the attached Balancesheet of Omkar Pharmachem Limited as at 31st March, 2012 and also the annexed Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standard generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount 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.
3. As required by The Companies (Auditors' Reports) Order, 2003 issued by the Central Government of India and in terms of section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to information and explanations given to us, we further report that:
 - i) (a) The company has generally 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) The company has not disposed off any fixed assets during the year and hence the provision of clause 4(i)(c) of The Companies (Auditors Report) Order, 2003 is not applicable to the company.
 - ii) The company has no inventory during the year and hence the provision of clause 4(ii) of The Companies (Auditors Report) Order, 2003 are not applicable to the company.
 - iii) According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured from the companies, firm or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Consequently the provisions of clause 4(ii) of The Companies (Auditors Report) Order, 2003 are not applicable to the company.
 - iv) On the basis of appropriate audit procedure followed by us and in terms of the information and explanations given to us, there is no purchase of inventory, fixed assets or sale of goods during the year under audit.
 - v) There were 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.
 - vi) 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.
 - vii) The company has no internal audit system.
 - viii) As explained to us, maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 has not been prescribed by the Central Government.
 - ix) (a) According to the records of the Company, it has been regular in depositing undisputed statutory dues including, Income tax, Sales tax, Excise Duty and other Statutory dues with the appropriate authorities. (b) As explained to us, and on the basis of our examination of the records, there are no disputed statutory dues pending before any authorities.
 - x) The accumulated losses of the Company are not more than fifty percent of its net worth. The company has incurred cash losses in the financial year under review and in the immediately preceding financial year.
 - xi) 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.
 - xii) As explained 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 and hence provisions of clause 4(xii) of Companies (Auditors Report) Order, 2003 are not applicable to the company.

- xiii) The company is not a chit or a nidhi/mutual benefit fund/society, therefore, the clause 4(xiii) of Companies (Auditors Report) Order, 2003 is not applicable to the company.
- xiv) 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 (Auditors Report) Order, 2003 is not applicable to the company.
- xv) 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.
- xvi) The company has not obtained any term loans. Therefore, the clause 4(xvi) of Companies (Auditors Report) Order, 2003 is not applicable to the company.
- xvii) 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.
- xviii) 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.
- xix) 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.
- xx) 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.
- xxi) 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.

4. Further to our comments in paragraph 3 above, 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books and account.
- (d) In our opinion the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standard referred in Sec.211 (3C) of the Companies Act, 1956.
- (e) On the basis of the written representation received from the directors, as on 31st March, 2012 and taken on record by the Board of directors, none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of Section 274(1)(g) of the companies Act,1956.
- (f) In our opinion and to the best of our information and accounting to the explanations given to us the Balance Sheet and Statement of Profit and Loss read together with significant accounting policies and notes to accounts thereon and attached thereto give the information required by the Companies Act, 1956 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, 2012 ;
 - (b) in the case of Statement of Profit and Loss, of the profit or loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

**Place : Ahmedabad
Date : 31st May, 2012**

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

BALANCE SHEET AS AT 31ST MARCH, 2012

PARTICULARS	NOTES	AS ON	
		31ST MARCH, 2012	31ST MARCH, 2011
A. EQUITY AND LIABILITIES :			
1) SHAREHOLDERS' FUNDS :			
a) Share Capital	1	100836750	100836750
b) Reserves and Surplus	2	-7402119	-7380628
c) Money received against share warrants		0	0
		93434631	93456122
2) SHARE APPLICATION MONEY PENDING ALLOTMENT :			
		0	0
3) NON-CURRENT LIABILITIES :			
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
		130000	130000
4) CURRENT LIABILITIES :			
a) Short-term Borrowings		0	0
b) Trade Payables	4	77939	264548
c) Other Current Liabilities	5	915000	215000
d) Short-term Provisions	6	98638	144344
		1091577	623892
TOTAL		94656208	94210014
B. ASSETS :			
1) NON-CURRENT ASSETS :			
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	93116000
c) Deferred Tax Assets (Net)		0	0
d) Long-term Loans and Advances		0	0
e) Other Non-current Assets	9	18503	18503
		93129208	93245203
2) CURRENT ASSETS :			
a) Current Investments		0	0
b) Inventories		0	0
c) Trade Receivables	10	745614	745614
d) Cash and Cash Equivalents	11	668126	219197
e) Short-term Loans and Advances		0	0
f) Other Current Assets	12	113260	0
		1527000	964811
TOTAL		94656208	94210014

Significant Accounting Policies and Other Notes to Accounts 18

Above notes are an integral part of the Balance Sheet

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

(Mitesh P. Vora)
Partner

Mem. No.: 37530

Place : Ahmedabad

Date : 31/05/2012

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amar Nath Jaiswal - Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2012

PARTICULARS	NOTES	AS ON	
		31ST MARCH, 2012	31ST MARCH, 2011
I) Revenue From Operations :	13	650000	0
Less : Excise duty		0	0
Revenue From Operation (Net)		650000	0
II) Other Income		0	0
III) Total Revenue (I + II)		<u>650000</u>	<u>0</u>
IV) Expenses :			
a) Cost of sales		0	0
b) Purchase of Stock-in-trade		0	0
c) Changes in Inventories of Finished Goods, WIP and Stok-in trade		0	0
d) Employee benefits expenses	14	336000	276000
e) Financial cost	15	2940	1954
f) Depreciation and Amortization Expenses	16	0	0
g) Other Expenses	17	332551	322688
Total Expenses (a + b + c + d + e + f + g)		<u>671491</u>	<u>600642</u>
V) Profit before exceptional and extraordinary items and tax (III - IV)		-21491	-600642
VI) Exceptional items		0	0
VII) Profit before extraordinary items and tax (V - VI)		-21491	-600642
VIII) Extra ordinary items		0	0
IX) Profit before tax (VII - VIII)		-21491	-600642
X) Tax Expenses :			
Provision for Tax		0	0
		<u>0</u>	<u>0</u>
XI) Profit for the period from continuing operations (IX - X)		<u>-21491</u>	<u>-600642</u>
XII) Profit from discontinuing operations		0	0
XIII) Tax Expenses of discontinuing operations		0	0
XIV) Profit from discontinuing operations (after tax) (XII - XIII)		<u>0</u>	<u>0</u>
XV) Profit for the period (XI + XIV)		-21491	-600642
XVI) Earning per share :			
(1) Basic		-0.002	-0.060
(2) Diluted		-0.002	-0.060

Significant Accounting Policies and Other Notes to Accounts 23

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 : 31/05/2012

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amar Nath Jaiswal - Company Secretary

CASH FLOW STATEMENT

PARTICULARS	AS ON 31ST MARCH, 2012	AS ON 31ST MARCH, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extra ordinary items	-21491	-600642
Adjustment For :		
Preliminary Exps. w/off	0	0
Commission received	0	0
Net interest received	0	0
Operating profit before working capital change	-21491	-600642
Adjustment For :		
Trade and other receivables	-113260	0
Trade payable & Advances received	-232315	-103034
Cash Generated from operation	-367066	-703676
Cash flow before extra ordinary items	-367066	-703676
NET CASH FLOW FROM OPERATING ACTIVITIES	-367066	-703676
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of Fixed Assets [Advance for sale of fixed asset]	700000	0
Sale of Investment	115995	700000
Purchase of Investments	0	0
Interest received	0	0
NET CASH USED IN INVESTING ACTIVITIES	815995	700000
C. CASH FLOW FROM FINANCIAL ACTIVITIES :		
Repayment of short term loans	0	0
NET CASH FLOW FROM FINANCIAL ACTIVITIES	0	0
TOTAL CASH FLOW	448929	-3676
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :		
Opening Cash and Cash Equivalents		
Cash on hand	103077	108077
Balances with Banks	116120	114796
Closing Cash and Cash Equivalents		
Cash on hand	69324	103077
Balances with Banks	598802	116120
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	448929	-3676

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 : 31/05/2012

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amar Nath Jaiswal - Company Secretary

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2012**

PARTICULARS	AS ON 31ST MARCH, 2012	AS ON 31ST MARCH, 2011
NOTE - 1 SHARE CAPITAL :		
a) AUTHORISED SHARE CAPITAL :		
10500000 Equity Shares of Rs. 10/- each with voting rights	105000000	105000000
b) ISSUED, SUBSCRIBED and PAID UP :		
10083300 Equity Shares of Rs. 10/- each, fully paid up with voting rights	100833000	100833000
1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up with voting rights	3750	3750
	100836750	100836750
1-A) Reconciliation of Share Capital :		
(I) Opening Balance (10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
Increase / Decrease during the year	0	0
Closing Balance (10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(II) Opening Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
Increase / Decrease during the year	0	0
Closing Balance (1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750

1-B) Details of paid up share capital in last five financial years	As year ended on	
	Current Year	Previous Year
i) 31-03-2012		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
ii) 31-03-2011		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
iii) 31-03-2010		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
iv) 31-03-2009		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750
v) 31-03-2008		
(10083300 Equity Shares of Rs. 10/- each fully paid up)	100833000	100833000
(1500 Equity Shares of Rs. 10/- each, Rs. 2.50/- paid up)	3750	3750

Notes :

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

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2012**

PARTICULARS	AS ON 31ST MARCH, 2012	AS ON 31ST MARCH, 2011
NOTE - 2 RESERVES AND SURPLUS :		
a) Profit and Loss Account :		
Opening Balance	-7380628	-6779986
Add : Current year	-21491	-600642
Less : Provision for Tax	0	0
Closing Balance	<u>-7402119</u>	<u>-7380628</u>
NOTE - 3 LONG TERM BORROWINGS :		
Unsecured :		
a) From Corporates	0	0
From Directors, Shareholders and Relatives	130000	130000
	<u>130000</u>	<u>130000</u>
NOTES - 4 TRADE PAYABLES :		
Dues to MSMED Creditors #	0	0
Dues to Others	77939	264548
# 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>77939</u>	<u>264548</u>
NOTES - 5 OTHER CURRENT LIABILITIES :		
Advances for Land	915000	215000
	<u>915000</u>	<u>215000</u>
NOTE - 6 SHORT TERM PROVISIONS :		
Salary Payable	92000	135000
TDS Payable	6638	9344
	<u>98638</u>	<u>144344</u>

NOTE - 7 TANGIBLE ASSETS :

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 31/03/2011 Rs.	Additions (Deductions) Rs.	As on 31/03/2012 Rs.	As on 31/03/2011 Rs.	Current Year Rs.	As on 31/03/2012 Rs.	As on 31/03/2012 Rs.	As on 31/03/2011 Rs.
1	Land	110700	0	110700	0	0	0	110700	110700
		110700	0	110700	0	0	0	110700	110700
	Previous Year Rs.	110700	0	110700	0	0	0	110700	110700

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2012**

PARTICULARS	AS ON 31ST MARCH, 2012	AS ON 31ST MARCH, 2011
NOTE - 8 NON-CURRENT INVESTMENTS :		
Non Trade Investment:[unquoted valued at cost]		
A. B. Sugars Ltd. - Share Application Money	0	115995
A. B. Sugars Ltd. - 2657143[Previous year 2657143 equity Shares of Rs. 10 each at a premium of Rs. 25	93000005	93000005
	93000005	93116000
NOTE - 9 OTHER NON-CURRENT ASSETS :		
Loans and Advances	18503	18503
	18503	18503
NOTE - 10 TRADE RECEIVABLES :		
(Unsecured, Unconfirmed and Considered doubtful)		
Outstanding for more than six months	745614	745614
Others	0	0
	745614	745614
NOTE - 11 CASH AND CASH EQUIVALENTS :		
Cash on hand	69324	103077
Balances with Banks	598802	116120
	668126	219197
NOTE - 12 OTHER CURRENT ASSETS :		
Listing Fees paid in advance	48260	0
TDS Receivable	65000	0
	113260	0
NOTE - 13 REVENUE FROM OPERATIONS :		
Commission Income	650000	0
	650000	0
NOTE - 14 EMPLOYEE BENEFIT EXPENSES :		
Salary Exp.	336000	276000
	336000	276000
NOTE - 15 FINANCIAL COST :		
Interest Exp.	467	931
Bank Charges	2473	1023
	2940	1954
NOTE - 16 DEPRECIATION AND AMORTISATION OF EXPENSES :		
Depreciation	0	0
	0	0

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED ON 31ST MARCH, 2012**

PARTICULARS	AS ON 31ST MARCH, 2012	AS ON 31ST MARCH, 2011
NOTE - 17 OTHER EXPENSES :		
Advertisement Exps.	29189	30704
Audit Fees	27000	27000
C.S. Certificate Exp.	15000	15000
Dmat Charges	136077	133914
Fax Exp.	62	70
Listing Fees	89440	79810
Misc. Exp.	3000	50
Postage & Courier Exp.	95	145
Reg. A. D. Exp.	1646	1190
Rent Exp.	12000	12000
ROC Exp.	5000	9750
Stationery & Printing Exp.	14000	13000
Xerox Exp.	42	55
	332551	322688
17-A) Payment to Auditors comprises of		
i) Fees for Company Audit work	15000	15000
ii) Fees for Tax Audit work	6000	6000
iii) Fees for Company Law Matters	6000	6000
	27000	27000

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) Depreciation on Fixed Assets is provided on written down method with reference to month of addition/deletion of respective assets at rate specified in Schedule XIV to The Companies Act, 1956.

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 goods are supplied. It does not include VAT and Freight charged in invoices.

- 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.
- Segment Information as per accounting standard 17 :**
Segment Reporting as defined in Accounting Standard 17 is not applicable since compnay has no segments.
- l) **Foreign Currency Transactions :**
No Foreign Currency Transactions were entered by the Company during the previous year.
- m) **Related Party Disclosure :**
Related Party Disclosure as required by Accounting Standard - 18 is as under :
1. **Key Management Personnel and their relatives** : None
 2. **Key Management Personnel and/or their relatives have significant influence over the following enterprises** : None
 3. **No transactions were carried out with the related parties in the ordinary course of business.**
- n) **Previous Year's Data :**
Previous Year's Data is regrouped/rearranged whenever necessary.

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 : 31/05/2012

For and on behalf of the Board

Anurag Sharma - Managing Director

Harpal Singh - Director

Amar Nath Jaiswal - Company Secretary

OMKAR PHARMACHEM LIMITED

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

PROXY FORM

I / We

of

being member (s) of the OMKAR PHARMACHEM LTD. hereby appoint

_____ of _____

of failing him / her _____ of _____

of failing him / her _____ of _____

as my / our proxy to vote for me / us on my / our behalf at the Seventeenth Annual General Meeting of the Company to be held on Saturday, 29th September, 2012 and at any adjournment thereof.

Signed _____ this day of _____ 2012

No. of Shares held : _____

Regd. Folio No. : _____

DP ID/Client ID No. : _____

Signature : _____

OMKAR PHARMACHEM LIMITED

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

ATTENDANCE SLIP

Full Name of the Member Attending (in Block Letter) _____

Full Name of the first Joint holder _____

(To be filled in, if first named joint holder does not attend the meeting)

Name of the Proxy _____

(To be filled in, if Proxy form has been duly deposited with the Company)

I hereby record my presence at Seventeenth Annual General Meeting of the Company to be held on Saturday, 29th September, 2012 at 11-00 a.m.

No. of Shares held : _____

Regd. Folio No. : _____

DP ID/Client ID No. : _____

* Member's / Proxy's Signature

* (To be Signed at the time of

handing over this slip

OMKAR PHARMACHEM LIMITED
501, MAHAKANT BUILDING, OPP. V. S. HOSPI-
TAL, ELLISBRIDGE,
ASHRAM ROAD, AHMEDABAD-380006.