

Date: 04th September, 2023

To,
B S E Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub: Submission of Annual Report for the financial year 2022-23 along with Notice of 28th Annual General Meeting

Ref: Pursuant to amended Regulation 34 (1) of the SEBI (Listing Obligations and Discloser requirements) Regulations, 2015

Company Scrip Code: 532167

Dear Sir,

Please find enclosed herewith 28th Annual Report along with Notice of Annual General Meeting for the financial year 2022-23

You are requested to kindly take the same on record

Thanking You,

Yours faithfully,
For **Omkar Pharmachem Limited**

Bhawani S Digitally signed by
Bhawani S Goyal
Date: 2023.09.04
12:50:14 +05'30'

Bhawani Shankar Goyal

Managing Director

DIN: 03255804

Add: House No. - 155/2, First Floor, Gali No - 2
Near Gurudwara, Govindpuri, Kalkaji- 110019
Delhi

Encl: a/a

**OMKAR
PHARMACHEM LIMITED**

**28th ANNUAL REPORT
2022 - 2023**

: BOARD OF DIRECTORS :

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

: BANKERS :

INDIAN BANK

: AUDITOR :

RAJESH J. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS, AHMEDABAD

: CHIEF FINANCIAL OFFICER :

AMIT JAIN

: COMPANY SECRETARY & COMPLIANCE OFFICER :

PANKAJ MAHADEO SINGH

: REGISTRAR & SHARE TRANSFER AGENTS :

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

: REGISTERED OFFICE :

310, WALL STREET-1, NEAR GUJARAT COLLEGE CROSS ROAD,
ELLISBRIDGE, AHMEDABAD-380006 GUJARAT.

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Eighth (28th) Annual General Meeting** of the Members of the Company is scheduled to be held on **Friday, the 29th day of September, 2023 at Hotal Kanak, Opp- Gujarat College, Ellisbridge, Ahmedabad-380006 Gujarat at 11:30 a.m.** to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. audited Balance Sheet as at 31st March, 2023, Statement of Profit and Loss, Statement of Change in Equity and Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Bhawani Shankar Goyal (DIN- 03255804)**, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:**3. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS**

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

"RESOLVED THAT pursuant to Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, as amended, and other applicable laws/ statutory provisions, if any, Company's Policy on Related Party Transactions and based on the approval/recommendation of the Audit Committee and the Board of directors of the company, approval of the members of the Company be and is hereby accorded to the material related party transactions entered into/ proposed to be entered into (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) as per the details provided in the explanatory statement between company and Chief Financial Officer and Company Secretary of the company (KMPs) a related party of the company on such terms and conditions as may be agreed between the aforesaid parties, aggregating upto Rs. 20,00,000/- (Rupees Twenty Lakh Only) during the financial year 2023-24 provided however, that the said transactions shall be carried out at an arm's length basis and in the ordinary course of business.

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

Date : 29th August, 2023
Place : Ahmedabad

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

Sd/-
BHAWANI SHANKAR GOYAL
Managing Director
(DIN: 03255804)
Address: House No. - 155/2, First Floor,
Gali No – 2 Near Gurudwara,
Govindpuri, Kalkaji-110019, Delhi.

NOTES:

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

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

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

2. The businesses set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 14.

Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

3. **The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd day of September, 2023 to 29th day of September, 2023 (both days inclusive).**
4. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.omkarpharmachem.co.in/> under shareholder information tab.
5. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA of the company i.e. Alankit Assignments Limited, for assistance in this regard.

Further, SEBI vide its notification no- SEBI/LAD-NRO/GN/2022/80 dated April 25 2022 and notification no- SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18 2022 has simplified the transmission process and prescribed documents to be executed in case of transmission of securities.

6. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.** The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;

- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

Furthermore, such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website <https://www.omkarpharmachem.co.in/> under shareholder information tab.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

Company has issued letters to all Shareholders of the company along with two reminders for PAN Card, Bank account details and dematerialization of shares held in physical form as required by SEBI vide its circular number **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73** dated 20th April 2018 followed by BSE circular **LIST/COMP/15/2018-19** dated 5th July, 2018.

Pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November 2021 Company has sent letters along with the help of RTA (Alankit Assignments Limited) for furnishing the details required as per aforesaid circular.

Further, Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023 Company has sent 2nd reminders letters to the shareholders of the company with the help of RTA (Alankit Assignments Limited) for furnishing the details required as per aforesaid circular.

Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.omkarpharmachem.co.in/> under shareholder information tab. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's RTA **Alankit Assignments Limited** in case the shares are held in physical form..
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (Alankit Assignments Limited), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form..
9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:
 - a. Change in the residential status on return to India for permanent settlement.
 - b. Particulars of the NRE account with a Bank in India, if not furnished earlier.
11. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2022-23 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Annual Report 2022-23 is being sent to all other members who have not registered their email address (es) alongwith physical copies of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

Members may also note that the Annual Report for the financial year 2022-23 and the Notice convening the AGM are also available on the Company's website www.omkarpharmachem.co.in and on the website of Stock Exchange i.e. BSE Limited www.bseindia.com

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id **investors.opl@gmail.com**.

12. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Director seeking re-appointment at this AGM, forms an integral part of the Notice. The Director has furnished the requisite declarations for his appointment/ re-appointment.

13. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form, where shares are held in physical form, members are advised to register their e-mail address with **Alankit Assignments Limited**. In case of queries, members are requested to write to - investors.opl@gmail.com

14. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location ("Remote E-voting") and the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by "Remote E-voting". The company has engaged Central Depository Services (India) Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote E-voting") will be provided by CDSL.

II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their vote at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers or by show off hands.

III. The process and manner for remote e-voting are as under:

(i) The voting period begins on **Tuesday the 26th day of September 2023 from 9.00 A.M.** and ends on **Thursday the 28th day of September 2023 up to 5.00 P. M.** During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September 2023**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi /Easiest, option to register is available at cdsi website http://www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page, Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant ‘**OMKAR PHARMACHEM LIMITED**’ on which you choose to vote.
- (x) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xiii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **investors.opl@gmail.com** (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
- (xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **22nd September 2023** may follow the same instructions as mentioned above for e-Voting.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact on Toll free no-1800 22 55 33
- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

General Instructions:

- (a) The voting period begins on Tuesday the **26th day of September 2023 from 9.00 A.M.** and ends on **Thursday the 28th day of September 2023 up to 5.00 P. M.** During this period shareholders' of the Company, holding shares, as on the cut-off date of **22nd September 2023** may cast their vote electronically.
 - (b) The voting right of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of **22nd September 2023**.
 - (c) **M/s Maulik Bhavsar & Associates, Practicing Company Secretary**, (Membership No.: 11139) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
 - (d) The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.omkarpharmachem.co.in** and communicated to the stock exchanges where shares of the Company are listed.
15. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.30 am to 5.30 pm) on all working days, up to and including the date of Annual General Meeting of the Company.
17. Regulation 44(6) of SEBI Listing Regulations, is not applicable on the company, therefore conducting live webcast of proceedings of AGM is not required during the year under review.
18. The route map showing directions to reach the venue of the Twenty-Seventh AGM is annexed.
19. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
20. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 3 days before the AGM.
21. Explanatory Statement pursuant to section 102 (1) of the Act in respect of special business set out in this Notice is annexed hereto.

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

Sd/-

BHAWANI SHANKAR GOYAL

Managing Director

(DIN: 03255804)

Address: House No. - 155/2, First Floor,
Gali No – 2 Near Gurudwara,
Govindpuri, Kalkaji-110019, Delhi.

Date : 29th August, 2023

Place : Ahmedabad

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-**ITEM NO. 3**

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time states that all related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower, shall be considered as material related party transactions and shall require approval of shareholders of the listed entity by means of an ordinary resolution.

The related party transactions for which this proposal is placed before the shareholders of **Omkar Pharmachem Limited ("the Company")** are between Company Secretary and Chief Financial Officer of the company a related party of **Omkar Pharmachem Limited, i.e payment of Remuneration.**

The value of transactions between Key Managerial Personnel i.e. Company Secretary and Chief Financial officer and the company during the financial year 2023-24, in aggregate, is expected to exceed the threshold of 10% of the annual consolidated turnover of **Omkar Pharmachem Limited**, as per the last audited financial statements as on March 31, 2023. Since the value of transactions is expected to exceed the prescribed materiality thresholds, prior approval of the members of the Company by way of an **Ordinary Resolution** is being sought pursuant to Regulation 23(4) of SEBI Listing Regulations.

It is submitted that the aforesaid transactions are in the **Ordinary course of business** and at **arm's length basis** and prior approval of the Audit Committee has been taken.

Details of the proposed related party transaction(s) between Key Managerial Personnel i.e. Company Secretary and Chief Financial officer of the Company and the company itself, including the information required to be disclosed as part of the explanatory statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below :

S.N.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Pankaj Mahadeo Singh Company Secretary and Mr. Amit Jain Chief Financial Officer of the company are the related parties of the Company i.e. Omkar Pharmachem Limited. As per the definition of " Related party " in terms of regulation 2 (1)(zb) of the SEBI Listing Regulations- related party means, a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards: The aforesaid KMPs are related to the company as per the provisions of applicable accounting standard i.e. IND-As (Indian Accounting Standard) because as per the provisions of IND-As KMPs of the company qualifies as related party.
2	Type, material terms and particulars of the proposed transaction;	Remuneration to be paid to Chief Financial Officer and Company Secretary of the company (KMPs) a related party of the company for the financial year 2023-24
3	Tenure of the proposed transaction	Recurring transactions during the financial year 2023-24
4	Value of the proposed Transaction	Not exceeding Rs. 20,00,000/- (Rupees Twenty Lakhs) during the financial year 2023-24
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis	The value of proposed RPTs between Company Secretary and Chief Financial Officer (CFO) is 37.04% of the annual consolidated turnover of the Company, as per financial statements for the immediately preceding financial year ended on March 31, 2023.

S.N.	Particulars	Details
	of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
6	Justification as to why the RPT is in the interest of the listed entity	Payment of remuneration to Company Secretary and Chief financial Officer is a mandatory requirement and as they are employees of the company and designated as KMPs of the company, so by virtue of definition of related party and related party transaction given under SEBI LODR, remuneration paid to KMPs of the company is considered as Related party transactions.
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ol style="list-style-type: none"> details of the source of funds in connection with the proposed transaction where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds • tenure applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not Applicable
8	Details of the Valuation or other external party report (if any)	Not Applicable
9	Name of the Director or Key Managerial Personnel who is related, if any and the nature of their relationship	Mr. Pankaj Mahadeo Singh, Company Secretary and Mr. Amit Jain, Chief Financial Officer
10	Percentage of Counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable
11.	Any other information that may be relevant	None

Approval of the Members of the Company is, therefore, being sought in terms of Regulation 23(4) of the SEBI Listing Regulations by way of an **Ordinary Resolution** to the aforesaid material RPTs between Company and Company Secretary and Chief Financial Officer of the company for a value, not exceeding in aggregate Rs. 20,00,000/- during the financial year 2023-24.

Validity of the approval of the members of the Company for said RPTs shall be as provided under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, as may be amended from time to time.

The Board recommends the Resolution as set out under business item no. 3 in the notice of this meeting for approval of the members by means of an **Ordinary Resolution**.

Except Company Secretary and Chief Financial Officer of the company none of other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the resolution/related party transaction.

Date : 29th August, 2023
Place : Ahmedabad

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

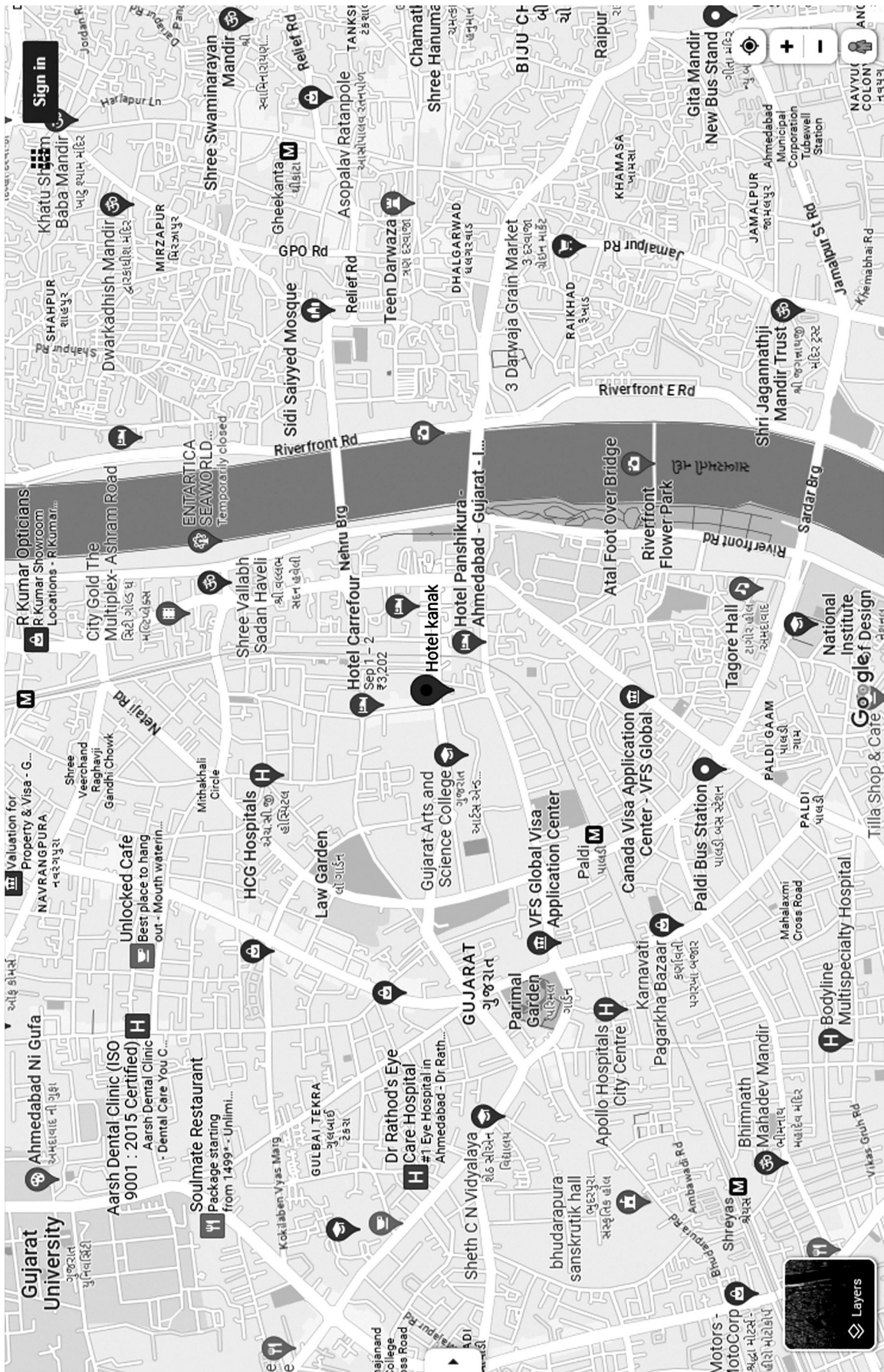
Sd/-
BHAWANI SHANKAR GOYAL
Managing Director
(DIN: 03255804)
Address: House No. - 155/2, First Floor,
Gali No – 2 Near Gurudwara,
Govindpuri, Kalkaji-110019, Delhi.

Annexure to Notice:

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

Name of Director	Mr. Bhawani Shankar Goyal
Date of Birth and Age	3rd November 1981 41 years
Nationality	Indian
Date of Appointment of Board	14th February, 2020
Qualifications	B. Com.
Expertise in specific functional area	Mr. Bhawani Shankar Goyal aged 41 years having vast experience of more than 19 years in the area of Accounts and Business Administration.
Number of shares held in the Company	NIL
List of the Directorships held in Other companies*	Plucky Agrotech Private Limited Mishthi Foods And Beverages Private Limited
Number of Board Meetings attended during the year	7
Memberships/Chairmanships of committees of other companies	NIL
Relationships between Directors inter-se	None
Remuneration details (Including Sitting Fees & Commission)	NIL
Terms and Condition of appointment	Same as Appointment Letter

ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING



DIRECTORS' REPORT

To
The Members of
Omkar Pharmachem Limited

The Directors of your Company have pleasure in presenting their Twenty Eighth Annual Report on the business and operations of the Company along with Audited financial statements for the financial year ended 31st March 2023.

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

Particulars	Current Financial Year (2022-23)	Previous Financial Year (2021-22)
Revenue from Operation	54.00	54.00
Other Income	0.30	0.00
Total Expenses	27.85	32.95
Profit /Loss before tax Expenses	26.45	21.05
Less: Tax expenses		
Current Tax	0.00	0.00
Deferred Tax	6.67	2.74
Profit/Loss for the Year	19.78	18.31

Dividend:

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

Summary of Operations and State of Company's Affairs:

During the period under review, the company has recorded Total Revenue of Rs **54.30 Lacs** as compared to the Total Revenue of previous year of Rs. **54.00 Lacs**.

The Total profit after Tax during the reporting period was **19.78 Lacs**.

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

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

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

Transfer to Reserves:

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

Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

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

Annual Return:

Pursuant to the provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, Annual Return of the Company as at 31st March, 2023 is uploaded on the website of the Company at https://omkarpharmachem.co.in/Doc/March_2023/MGT-7_Draft_Omkar_2022-23.pdf

Change in Nature of Business:

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

Board Meetings:

Total Seven (7) Board Meetings were held during the year under review. The complete details of meeting and the attendance of the Directors are mentioned in Corporate Governance Report.

Committee Meetings:

During FY 2022-23, various committee meetings were conducted by the Company. For details of these Committee meetings, please refer to the section on Corporate Governance of this annual report.

Directors' Responsibility Statement:

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

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

Management Discussion and Analysis Report:

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

Company's Policy Relating To Directors Appointment, Payment of Remuneration and Discharge of their Duties:

The Company's policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) and 178(4) of the Companies Act, 2013 is maintained by Company. Accordingly, Board based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. There has been no change in the Nomination and Remuneration Policy of the Company during the year. The Nomination and Remuneration Policy of your Company is available on company's **website https://omkarpharmachem.co.in/Doc/April_2021/Nomination%20And%20Remuneration%20Policy.doc**

Particulars of the Employee:

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

- a. No remuneration was paid to the Directors; hence there is no such ratio of the remuneration of each director to the median remuneration of the employee of the Company.
- b. No remuneration was paid to the Directors, therefore the details of the percentage increase in remuneration of each director does not arise. There was increase in salary of Company Secretary of the Company w.e.f. 01.04.2022 from Rs. 54000/- p.m. to Rs. 64800/- p.m. (20% Increased)
- c. the percentage increase in the median remuneration of the employees in the financial year is **NIL**
- d. The number of permanent employees on the rolls of the Company is 3 as on 31st March 2023.
- e. Average percentile increase in the salaries of employees other than the managerial personnel in the financial year is 16.39% but as there is no managerial remuneration during the year 2022-23, therefore comparison with the percentile increase in the managerial remuneration is not applicable:
- f. Your Directors affirm that the remuneration paid to the employees and to Key Managerial Personnel was as per remuneration policy of the Company.

- g. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:

Employee Name	Designation	Qualification	Employment Type	Experience	Date of Joining	Age	Remuneration	Last EmploymentHeld
Gaurav Kathuria	Chief Financial officer	Chartered Accountant	Permanent	9 Years	15.03.2016	33	Rs.3,60,000 p.a for period from 1-4-22 to 31-8-22	Self Employed (Practicing as CA)
Pankaj Mahadeo Singh	Company Secretary	Company Secretary	Permanent	7 Years	02.07.2018	35	Rs.7,92,600 p.a.	R.K Stockholding Private Limited
Mahesh Patani	Clerk	B.Com.	Permanent	26 years as clerk	01.04.2001	50	Rs.1,32,000 p.a.	Mitesh P. Vora & Co.
Mukesh Shah	Peon	11th	Permanent	10 year own small business & 24 year as peon	01.09.2016	61	Rs.1,02,000 p.a.	Ketan Book Store

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

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

Note: The remuneration paid to Mr. Gaurav Kathuria, Chief Financial officer till 31.08.2022 was not considered for median calculation, as he resigned from the post of Chief Financial Officer of the Company w.e.f 31/08/2022 and none is appointed in his place. The number of employee at the end of the year as on 31/03/2023 were only 3 and so his remuneration is not considered for the year and to make it comparable with the financial year 2021-22 his salary is also not considered for that year also.

Similarly for average percentile increase in the salary of employee's salary of Mr. Gaurav Kathuria is not considered.

Particulars of Loans, Guarantees or Investments Made Under Section 186 of the Companies Act, 2013:

During the year under review, your company has not given any loan or guarantee or made any investment pursuant to provisions of section 186 of the Act.

Particulars of Contracts Or Arrangements Made With Related Parties:

There are no contracts or arrangements with related parties referred to in sub section (1) of Section 188 of Companies Act, 2013 during the year under report.

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

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

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

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

Corporate Social Responsibility:

The provisions of corporate social responsibility are not applicable to your Company during the year under review.

Board Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

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

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

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

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

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

Further, there is no change in composition of Board of Directors during the year under review

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

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023 are:

Mr. Bhawani Shankar Goyal, Managing Director,

Mr. Pankaj Mahadeo Singh Company Secretary.

Mr. Gaurav Kathuria, resigned from the post of Chief financial officer of the company w.e.f 31st August 2022.

Mr. Amit Jain, Appointed as Chief Financial officer (CFO) and designated as Key Managerial Personnel (KMP) of the company w.e.f 30th May 2023.

All the independent directors i.e. **Mr. Janak Raj Sharma** and **Ms. Mamta Pachauri** have submitted the Statement on declaration that they qualify the criteria of independence as mentioned under sub-section (6) of section 149 of the Companies Act, 2013 and Reg. 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 amended thereof and they have also complied with the code for Independent directors prescribed in Schedule IV to the Act.

The Board of Directors is of the opinion that the Independent Directors of your Company possess requisite qualifications, experience, expertise (including proficiency) and they hold the highest standards of integrity that enables them to discharge their duties as the Independent Directors of your Company. Further, in compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs.

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

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

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

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate.

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

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

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

No sexual harassment complaint has been received by the Company during the year 2022-23.

Vigil mechanism / Whistle Blower Policy:

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

Risk Management:

The provisions of Regulation 21 of SEBI (Listing Obligations and disclosures requirements) Regulations, 2015 is not applicable on the company during the year under review, so the Company is not mandatorily required to constitute Risk Management Committee.

Further our Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company. The Audit committee has an additional oversight on the financial risks and controls.

Share Capital:

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

Share Registrar & Transfer Agent:

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

Statutory Auditors:

M/s Rajesh J. Shah & Associates, Chartered Accountants were re-appointed as Statutory Auditors of your Company at the 24th Annual General Meeting held on 28th September, 2019, for the second term of five consecutive years. The Auditors had confirmed that they are not disqualified from being re-appointed as Auditors of the Company.

Secretarial Auditor:

In terms of section 204 of the Companies Act, 2013, the Board had appointed **M/s Maulik Bhavsar & Associates, practicing Company Secretary, Ahmedabad** as Secretarial Auditor of the company, for conducting Secretarial Audit of the company. The Secretarial Audit Report for the Financial Year ended 31st March, 2023 is given in form MR-3 as required under the companies Act, 2013, rules made there under and also amended regulation 24A of SEBI (Listing Obligations and Discloser requirements) Regulations, 2015 is annexed herewith and marked as "**Annexure – B**".

Internal Auditor:

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

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

Statutory Auditors' Report does not contain any qualification, reservation or adverse remarks.

The explanations made by the Board relating to One Qualified Opinion/remarks made by the Secretarial Auditors in his Secretarial Audit report are furnished herewith.

Qualification:

The company made disclosure of CFO resignation to BSE after 17 days of resignation event.

Explanation made by Board:

Inadvertent delay form the part of the Company in submission of disclosure w.r.t resignation of Mr. Gaurav Kathuria, (Chief Financial officer) of the company.

Corporate Governance Report:

Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a section on Corporate Governance is set out in the **Annexure-C** forming part of this Annual Report.

Certificate by Managing Director and Chief Financial Officer:

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

Details of Holding/Subsidiary/ Associate Companies/Joint Venture:

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

Deposit:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and no deposits are subsisting as on date.

Reporting Of Fraud By The Auditor:

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

Secretarial Standards:

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

Cost Records and Cost Audit;

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

Certificate on Corporate Governance:

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

Business Responsibility Report:

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

Indian Accounting Standards:

The financial statements for the financial year 2022-23 have been prepared in accordance with the applicable Indian Accounting Standards (IND-AS).

Proceeding pending under Insolvency and Bankruptcy Code, 2016:

There is no proceeding pending or no Application made under the Insolvency and Bankruptcy Code, 2016 during the year under review.

Difference in Valuation in case of Loan Taken from the Bank or Financial Institutions:

During the reporting period the company has neither accepted nor repaid any loan from any Bank or Financial Institutions.

Acknowledgement:

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

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

Sd/-
(Bhawani Shankar Goyal)

Managing Director
DIN-03255804
Address:-
House No- 155/2, First Floor,
Gali No-2, Near Gurudwara,
Govindpuri,
Kalkaji-110019, Delhi.

Sd/-
(Parminder Sharma)

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

Date : 29th August, 2023

Place : Ahmedabad

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

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

Industry structure and development

The global Pharma industry has fared well amidst the past economic downturns. In light of today's volatile marketplace, which is faced with economic, political and social challenges, this industry is faced with reform-driven pricing pressures and increased demand for value in innovation. Significant global unmet needs, aided by favourable demographic trends, make it likely that this industry would enjoy long term growth. Driven by the recent wave of innovative therapies approved by regulators, reports suggest that the global drug spending could be in trillions by 2023.

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

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

Opportunities, Threats, Risk and Concern

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

However, Company is exploring some new business opportunities to get itself back on track, keeping in mind the same, company had accorded board's approval as well as members approval for adding some new business activity in its main object and started working on these activities.

Outlook

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

Adequacy of Internal Controls

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

Segment wise Reporting

The company is Operating in one segment only and therefore requirement of presentation of segment wise performance is not applicable to the company

Human Resource Development

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

Discussion on financial performance with respect to operational performance

The total revenue from operations of your Company for the year ended March 31, 2023 stood at Rs. 54.30 lacs as against Rs.54.00 Lacs for the year ended March 31, 2022. The Company has earned a profit (after tax) of Rs. 19.78 Lacs for the Year ended March 31, 2023 as compared to Profit (after tax) of Rs. 18.31 Lacs for the year ended March 31, 2022.

Details of significant changes in key financial ratios along with explanation

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

Sr. No.	Particulars	2021-22	2022-23	Changes (%)	Explanation
1	Debtors Turnover	Infinitive	22.22	Infinitive	There are Trade Receivables as on 31/03/2023, however there is no trade receivable as on 1/4/2022, so the average trade receivables are around 2.43 lakhs. However there is no trade receivable as on 1/4/2021 & 31/3/2022, so average trade receivables are zero. Therefore ratio comes to infinitive.
2	Inventory Turnover	0.00	0.00	0.00%	NA as No sale of goods & no inventory
3	Interest Coverage Ratio	4.77	6.71	40%	There is an increase of profit before tax & interest from Rs. 21.05 lakh during F.Y. 2021-22 to Rs. 26.45 lakh during F.Y. 2022-23. The main reason of increase in profit is due to reduction in expenditure from around Rs. 32.95 lakh to Rs. 27.85 lakh. In addition to that there is an other income received during the year being Interest on Income Tax (IT) Refund of an amount around Rs. 0.30 lakh.
4	Current Ratio	0.30	0.38	26.67%	There is reduction in borrowings and increase in sundry debtors. The change is mainly due to reduction in current Liabilities.
5	Debt Equity Ratio	0.11	0.07	-36.36%	There is reduction in borrowings in F.Y. 2022-23 as compare to Preceding F.Y. Which has a huge impact on this ratio. Besides this, there is a reduction in debit balance of retained earnings as on 31/03/2023 as compare to the balance as on 31/03/2022.
6	Operating Profit Margin	0.49	0.58	18.37%	N.A., as percentage of Change is less than 25%
7	Net profit Margin	0.34	0.37	-8.8%	N.A., as percentage of Change is less than 25%
8	Return on Net worth	0.02	0.02	0.00%	N.A., as percentage of Change is less than 25%

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

Sd/-
(Bhawani Shankar Goyal)
Managing Director
DIN-03255804
Address:-
House No- 155/2, First Floor,
Gali No-2, Near Gurudwara,
Govindpuri,
Kalkaji-110019, Delhi.

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

Date : 29th August, 2023
Place : Ahmedabad

ANNEXURE – B**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

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

To,
The Members,
OMKAR PHARMACHEM LIMITED

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

Based on our verification of the **OMKAR PHARMACHEM LIMITED**'s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

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

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

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

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

- The company made disclosure of CFO resignation to BSE after 17 days of resignation event.

We further report that

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

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

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

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

For Maulik Bhavsar & Associates
Practicing Company Secretary

Sd/-
Maulik Bhavsar
Mem. No.: 11139, CP No. 11591
UDIN : F011139E000863023

Date : 29.08.2023
Place : Ahmedabad (Gujarat)

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

Annexure A

The report is to be read along with this letter.

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

For Maulik Bhavsar & Associates
Practicing Company Secretary

Sd/-
Maulik Bhavsar
Mem. No.: 11139, CP No. 11591
UDIN : F011139E000863023

Date : 29.08.2023
Place : Ahmedabad (Gujarat)

ANNEXURE - C
REPORT ON CORPORATE GOVERNANCE

Corporate Governance Disclosure

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

1. Company's Philosophy on Code of Governance

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

2. Board of Directors

During the year ended on 31st March, 2023, the board met 7 times (as against the minimum requirement of 4 meetings) during the year.

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

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

Except this company, none of directors holds position of director in any other listed company and none of the directors are belongs to promoter or promoter group.

Date of Board Meetings	Name of Directors & Attendances			
	Parminder Sharma	Mamta Pachauri	Janak Raj Sharma	Bhawani Shankar Goyal
30.05.2022	Yes	Yes	Yes	Yes
11.08.2022	Yes	Yes	Yes	Yes
31.08.2022	Yes	Yes	Yes	Yes
14.11.2022	Yes	Yes	Yes	Yes
19.12.2022	Yes	Yes	Yes	Yes
14.02.2023	Yes	Yes	Yes	Yes
29.03.2023	Yes	Yes	Yes	Yes
Date of last AGM	Name of Directors & Attendances			
	Parminder Sharma	Mamta Pachauri	Janak Raj Sharma	Bhawani Shankar Goyal
30.09.2022	Yes	Yes	Yes	Yes

a) Remuneration to Directors:

None of the directors is paid any salary, fee, remuneration, perquisites etc and there is no inter-se relationship between directors.

b) Details of shares of the Company held by the Directors as on March 31, 2023 are given below:

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

c) The Company has not issued any convertible Instruments during the year under review and in past.

d) The details of the familiarization programme of the Independent Directors are available on the website of the Company [https://omkarpharmachem.co.in/Doc/FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS.docx](https://omkarpharmachem.co.in/Doc/FAMILIARIZATION_PROGRAMME_FOR_INDEPENDENT_DIRECTORS.docx)

e) The board has identified the following skills/ expertise/competencies fundamental for the effective functioning of the Company which are currently available with the board:

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

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

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

g) During the Financial Year 2022-2023, information as mentioned in part A of Schedule II of the SEBI Listing obligations and Discloser Requirements, Regulations, 2015 has been placed before the board for its consideration.

3. Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non Independent Directors and members of management, was held on 29th March, 2023, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

At the Meeting, the Independent Directors:

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

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

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

Furthermore, No independent directors resigned during the year under review.

4. Code of Conduct

The Board of Directors has laid down a code of conduct for all Board members and senior management of the

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

5. Audit Committee

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

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report, if any.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors of any significant findings and follow up thereon.
9. Investigating into any matter in relation to the items specified in the terms of reference and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
12. Approval of appointment of CFO (i.e. Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee. The Auditors and the Key Managerial Personnel have a right to be heard in the meetings of the Audit Committee when it considers the Auditor's Report.

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

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

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

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

Four (4) audit committee meetings were held during the year under review on 30th May, 2022, 11th August, 2022, 14th November, 2022 and 14th February, 2023

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

6. Nomination and Remuneration Committee

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

The role of the Committee inter alia includes the following:

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

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

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

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

Three (3) Nomination and Remuneration Committee meetings were held during the year under review on 31st August 2022, 14th November 2022 and 29th March 2023

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

No remuneration was paid to any directors of the company. Remuneration paid to key Managerial Personnel is shown in Director Report under particulars of employee's details.

Performance Evaluation Criteria of Independent Directors:

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

7. Stakeholders Relationship Committee

a) Terms of Reference

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

b) Composition

The Committee comprises of Mr. Janak Raj Sharma (Non Executive Independent Director) Parminder Sharma (Non-Executive Non Independent Director) and Mrs. Mamta Pachauri (Non Executive Independent Director). The company secretary acts as secretary to the committee. Mr. Parminder Sharma is the chairman of the committee.

Four (4) Stakeholder Relationship committee meetings were held during the year under review on 30th May 2022, 31st August 2022, 19th December 2022 and 29th March 2023

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

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

c) **Name and Designation of Compliance officer:****Mr. Pankaj Mahadeo Singh**Company Secretary and Compliance officer
Omkar Pharmachem Limited.d) **Details of Investor Complaints Received and redressed during the year 2022-23 are as follows:**

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

8. Provisions relating to Risk Management Committee is not applicable on the company during the year under review.

9. **Particulars of Senior Management:**

1. Mr. Gaurav Kathuria, (Chief Financial Officer)
2. Mr. Pankaj Mahadeo Singh (Company Secretary and Compliance officer)

Mr. Gaurav Kathuria has resigned from the post of Chief Financial Officer of the company w.e.f 31st August 2022 and apart from this there were no changes took place in the particulars of Senior Management.

10. **General Body meetings:**

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

Year ended on 31 st March	Location	Date	Time	No. of Special Resolutions Passed
2020 AGM	501, Mahakant Building, Opp. V. S. Hospital, Ashram Road, Ellisbridge, Ahmedabad - 380006.	29/09/2020	11:30 a.m.	2
2021 AGM	310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 GJ	29/09/2021	11:30 a.m.	0
2022 AGM	310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 GJ	30/09/2022	11:30 a.m.	0

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

(ii) Postal Ballot: No Resolution was passed through Postal Ballot during the year under review. Further, no special resolution is proposed to be conducted through postal ballot.

11. **Disclosures**

- (a) There were no transactions with any of the related parties during the year under review that have any potential conflict with the interest of company at large.
- (b) No Penalties has been imposed by Stock Exchange or the SEBI on the Company during the last three financial years on any matter related to capital market.
- (c) The board approved policy for related party transactions is uploaded on the website of the Company https://omkarpharmachem.co.in/Doc/July_19/POLICY%20ON%20RPT_Omkar%20Pharmachem%20Limited.pdf
- (d) The Board of Directors has adopted Whistle Blower Policy to enable Stakeholders (including Directors and Employees) to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics and also provide for direct access to the chairman of Audit Committee in exceptional cases. The policy provide adequate safeguard against victimization of Director(s)/employee(s). The Protected Disclosures, if any reported under this policy would be appropriately and expeditiously investigated by Mrs. Mamta Pachauri, Independent Director, being Chairman of the Audit Committee without interference from any Board Members. Your company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower

Policy/ Vigil Policy has been disclosed on the company's website <https://omkarpharmachem.co.in/Doc/Whistler%20Blower%20Policy.doc>

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

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

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

- (f) Company does not have any subsidiary for the reporting period under review, hence the disclosure of web link of material subsidiaries is not required and also the disclosure w.r.t details of Material Subsidiary is not applicable.
- (g) The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith requirement mentioned under Schedule V (c) from 2 to 10.
- (h) Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI LODR during the year under review.
- (i) A certificate has been received from **Maulik Bhavsar, practicing Company Secretary, Ahmedabad**, that none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and exchange Board of India, Ministry of Corporate affairs or any such statutory authority. This certificate is enclosed with this section as **Annexure F**.
- (j) Board has accepted recommendation made by committees of the board which is mandatorily required, in the relevant financial year.
- (k) Total Fees paid to **Rajesh J. Shah & Associates, Chartered Accountants**, Statutory auditor of the Company is as follows:
- | | |
|--|----------------|
| Payment to Auditor as Statutory Fees : | 25000/- |
| Fees for other Work : | 7500/- |
| Total : | 32500/- |
- (l) Discloser in relation to the Sexual Harassment of Women Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been disclosed in director report of the company.
- (m) Company has not given any loans and advances to any firm or Companies in which director are interested.

12. Means of Communication

- (a) The Quarterly, half-yearly and Annual Financial results of the Company are published in English in the Business Standard, Ahmedabad and in Gujarati in Jai Hind, Ahmedabad. The Results are also displayed on the Company's <http://www.omkarpharmachem.co.in>

Further, no Press Releases made by the Company during the financial year under review and no such presentation has been made to institutional investors or to the analysts.

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

13. General Shareholder Information

a) Company Registration Details

The company is registered in the state of Gujarat. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L93000GJ1995PLC025276.

b) Annual General Meeting

Date and Time : 29th September, 2023 at 11:30 a.m.

Venue : Hotal Kanak, Opp. Gujarat College, Ellisbridge, Ahmedabad - 380006, Gujarat.

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given herein and in the Annexure to the Notice of the AGM to be held on **September 29th, 2023**.

c) Financial Year of the Company

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

d) Book Closure date

The register of Members and Share Transfer Books shall remain closed from 23rd day of September, 2023 to 29th day of September, 2023 (both days inclusive).

e) Dividend payment : No dividend paid**f) Listing of Equity Shares:****BSE Limited (BSE)**

Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai-400001.

The company has paid annual listing fee to The BSE Limited for the financial Year 2023-24.

g) Stock Code:

BSE Limited : 532167

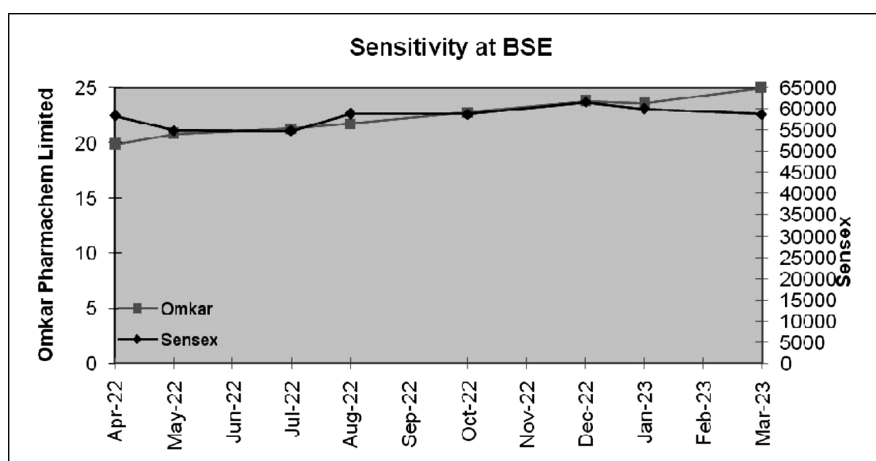
h) Market price data high and low each month in the last financial year:

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

Months	High price	Low Price	Volume of Equity Shares
April 2022	20.35	19.35	451
May 2022	21.30	20.30	365
July 2022	21.30	21.30	20
August 2022	21.75	21.75	6
October 2022	23.85	21.70	1457
December 2022	23.80	23.75	470
January 2023	23.90	23.30	454
March 2023	25.00	25.00	1

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

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

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

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

k) Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

l) Registered Office: 310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat

m) Compliance Officer: Mr. Pankaj Mahadeo Singh, Company Secretary

n) Investor Correspondence

(a) For transfer/dematerialization of shares and other query relating to shares Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055.

(b) Any other query on Annual Report 310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat,

o) Distribution of Shareholding as on 31st March, 2023:

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoters and Promoter Group			
	(1) Indian	2	2600	0.026
	(2) Foreign	0	0	0.00
	Total Shareholding of Promoters and Promoter Group (A)	2	2600	0.026
(B)	Public Shareholding			
	(1) Institutional	0	0	0
	(2) Non-institutional	3571	10082200	99.974
	Total Public Shareholding (B)	3573	10082200	99.974
(C)	Shares held by custodian against which Depository Receipts have been issued (C)			
		0	0	0.00
	Total (A + B + C)	3573	10084800	100.00

p) Shareholding Pattern by size as on 31st March, 2023:

Sr. No.	Category of Shares	No. of Shareholders	Total No. of Shares	Percentage of Total Shares
1	1 – 500	3176	408477	4.05
2	501 – 1000	165	154914	1.54
3	1001 – 2000	65	107900	1.07
4	2001 – 3000	3	7100	0.07
5	3001 – 4000	28	112000	1.11
6	4001 – 5000	2	9900	0.10
7	5001 – 10000	5	32189	0.32
8	10001 – 9999999999	129	9252320	91.74
	Total	3573	10084800	100.00

q) Dematerialization of shares and liquidity:

The Company's shares are traded in dematerialized form on BSE. Equity shares of the Company representing 55.58% of the Company's equity share capital are dematerialized as on March 31, 2023.

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

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

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2023, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

s) Plant locations:

The Company does not have any Manufacturing Plant or Unit.

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

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

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

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

Credit Ratings:

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

Compliance with Discretionary requirements:

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

Prevention of Insider Trading:

Your Company has framed Insider Trading Policy in accordance with the SEBI Regulations as amended, in this regard, which advise and caution the Directors, dealing with the securities of the Company. The amended policy is available on our website, at <http://www.omkarpharmachem.co.in>

Investor correspondence address:**Omkar Pharmachem Limited**

310, Wall Street-1, Near Gujarat College Cross Road,
Ellisbridge, Ahmedabad-380006 Gujarat.

Email Id- investors.opl@gmail.com

Website- <http://www.omkarpharmachem.co.in>

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

Sd/-
(Bhawani Shankar Goyal)

Managing Director
DIN-03255804
Address:-
House No- 155/2, First Floor,
Gali No-2, Near Gurudwara,
Govindpuri,
Kalkaji-110019, Delhi.

Sd/-
(Parminder Sharma)

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

Date : 29th August, 2023

Place : Ahmedabad

ANNEXURE - D
CEO AND CFO CERTIFICATION

To the Board of Directors
OMKAR PHARMACHEM LIMITED

We, Bhawani Shankar Goyal, Managing Director and Amit Jain, Chief Financial Officer of Omkar Pharmachem Limited to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the Cash flow Statement of the Company for the year 2022–23 and to the best of our knowledge and belief state that:
- i) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these financial statements together present a true and fair view of the company's affairs; the financial condition, results of operations and cash flows of the Company; and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operations of such internal controls.
- d) We have indicated to the auditors and the Audit Committee:
- i) That there are no significant changes in internal control over financial reporting during the year.
 - ii) That there are no changes in accounting policies during the year; and
 - iii) That there are no instances of significant fraud of which we have become aware.
- e) We affirm that we have not denied any personnel access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- f) We further declare that all Board members and senior management personnel have affirmed with the code of conduct of the Company for the year covered by this report.

Sd/-
BHAWANI SHANKAR GOYAL
Managing Director
DIN- 03255804
Address: House No- 155/2
First Floor, Gali No-2,
Near Gurudwara, Govindpuri,
Kalkaji 110019 Delhi.

Sd/-
AMIT JAIN
Chief Financial Officer
PAN: AUCPJ6375P
Address: House No. G-265 Vishwas Park,
Uttam Nagar, West Delhi-110059 Delhi.

Place : Ahmedabad
Date : 29th August 2023

ANNEXURE - E
CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Omkar Pharmachem Limited:

We have examined all relevant records of Omkar Pharmachem Limited ("Company") for the purpose of certifying compliance of the condition of Corporate Governance as prescribed the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("the Listing Regulations") for the financial year ended on 31st March 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

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

On the basis of our examination of the records procedure, explanations and information furnished, we certify that the Company has complied with all the mandatory conditions of the Corporate Governance, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) and Paragraphs C, D & E of Schedule V of the Listing Regulations during the year ended 31st March 2023.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Maulik Bhavsar & Associates
Practicing Company Secretary

Sd/-
Maulik Bhavsar
Membership No: 11139
Certificate of Practice No: 11591
UDIN: F011139E000872901

Date : 29.08.2023
Place : Ahmedabad (Gujarat)

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

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

On the basis of the written representation/declaration received from the Directors and taken on record by the board of Directors, as on March 31, 2023, none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of the companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

For Maulik Bhavsar & Associates
Practicing Company Secretary

Sd/-
Maulik Bhavsar
Membership No: 11139
Certificate of Practice No: 11591
UDIN: F011139E000872912

Date : 29.08.2023
Place : Ahmedabad (Gujarat)

INDEPENDENT AUDITOR'S REPORT

To the Members of
Omkar Pharmachem Limited

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

We have audited the accompanying financial statements of **Omkar Pharmachem Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of change in equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key audit matters

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

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

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

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

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

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors of the company as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: No managerial remuneration is paid
- h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid dividend during the year.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure B**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Rajesh J. Shah & Associates

Chartered Accountants
FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

UDIN: 23040268BGWVPC3163

Place : Ahmedabad

Date : 30/05/2023

ANNEXURE - A

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

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

We have audited the internal financial controls over financial reporting of Omkar Pharmachem Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajesh J. Shah & Associates

Chartered Accountants
FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

UDIN: 23040268BGWVPC3163

Place : Ahmedabad

Date : 30/05/2023

ANNEXURE – B

(Referred to in Paragraph 2 under 'Report on the Legal and Regulatory Requirements' section of our report to the members of Omkar Pharmachem Limited of even date.)

- i. In respect of Company's Property, Plant and Equipment and Intangible Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - b) The company has a program of verification of property, plant and equipment in a phased manner which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program property, plant and equipment were physically verified by the management during the year. According to the information and explanation given to us no material discrepancies were noticed on such physical verification.
 - c) There is no immovable property held by the company.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. As explained to us, the company has not made investments in, companies, firms, Limited Liability Partnerships, and not granted unsecured loans to other parties, during the year, and hence reporting under clause 3(iii) of the Order is not applicable.
- iv. According to the Information and explanation given to us, no transaction has been done in respect of loans, investments, guarantees, and security as per the provisions of section 185 and 186 of the Companies Act, 2013 and hence reporting under clause 3(iv) of the Order is not applicable.

- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act for the business activities carried out by the company. Thus reporting under clause 3(vi) of the order is not applicable to the company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company has generally been regular in depositing the undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities.
- According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other material statutory dues were in arrears, as at 31st March, 2023 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty, value added tax, and cess etc. which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No whistle blower complaints received by the Company during the year.
- xii. The company is not a Nidhi Company and hence, reporting under clause 3(xii) of the order is not applicable to the company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 wherever applicable and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of section 192 of Companies Act, 2013 are not applicable to the company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on the books of accounts of the company examined by us, provision of section 135(5) of the Companies Act 2013 is not applicable to the Company. Accordingly reporting under clauses xx (a) and xx (b) of the Order is not applicable.
- xxi. The Company is not required to prepare consolidate financial statement. Accordingly reporting under clause xxi of the Order is not applicable.

For Rajesh J. Shah & Associates

Chartered Accountants
FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem. No. 040268

UDIN: 23040268BGWVPC3163

Place : Ahmedabad

Date : 30/05/2023

OMKAR PHARMACHEM LIMITED

CIN: L93000GJ1995PLC025276

Email: investors.opl@gmail.com, Web site: www.omkarpharmachem.co.in, Ph.: 9711811163

310, WALL STREET-1, NEAR GUJARAT COLLEGE CROSS ROAD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006.

BALANCE SHEET AS AT 31ST MARCH, 2023

₹ in Lakhs

PARTICULARS	NOTES	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
A. ASSETS			
1) NON CURRENT ASSETS			
a) Property, Plant and Equipment	2	0.37	0.64
b) Capital work-in-progress		-	-
c) Investment Property		-	-
d) Goodwill		-	-
e) Other Intangible assets		-	-
f) Biological assets other than bearer plants		-	-
g) Financial assets			
(i) Investments	3	930.00	930.00
(ii) Trade Receivables		-	-
(iii) Loans		-	-
(iv) Other		-	-
h) Deferred tax assets (net)	4	16.39	23.06
i) Other non-current assets		-	-
		946.76	953.70
2) CURRENT ASSETS			
a) Inventories		-	-
b) Financial assets			
- Current investments		-	-
- Trade and other receivables	5	12.96	8.10
- Cash and cash equivalents	6	13.27	21.14
- Short-term loans and advances		-	-
c) Assets for current tax (net)		-	-
d) Other current assets		-	-
3) Non-current assets classified as held for sale		-	-
		26.23	29.24
TOTAL		972.99	982.94
B. EQUITY AND LIABILITIES			
1) Equity :			
a) Equity share capital	7	1,008.37	1,008.37
b) Other equity			
- Equity component of other financial instrument		-	-
- Retained earnings	8	(104.00)	(123.79)
- Reserves		-	-
- Reserves representing unrealised gains/ losses		-	-
- Other reserves		-	-
c) Money received against share warrants		-	-
d) Others		-	-
		904.37	884.58

(Contd. on next page)

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310, WALL STREET-1, NEAR GUJARAT COLLEGE CROSS ROAD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006.

BALANCE SHEET AS AT 31ST MARCH, 2023

₹ in Lakhs

PARTICULARS	NOTES	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
2) Share application money pending allotment		-	-
3) Non-current liabilities			
a) Financial liabilities			
(i) borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade Payables		-	-
(iii) Other Financial Liabilities		-	-
b) Long-term provisions		-	-
c) Deferred tax liability (Net)		-	-
d) Other non-current liabilities		-	-
		<u>-</u>	<u>-</u>
4) Current Liabilities			
a) Financial liabilities			
(i) Borrowings	9	62.14	92.97
(ia) Lease Liabilities		-	-
(ii) Trade Payables	10	-	-
Dues of micro enterprises and small enterprises		-	-
Dues of creditors other than micro enterprises and small enterprises		4.14	2.48
(iii) Other financial liabilities		-	-
b) Short-term provisions	11	0.43	0.43
c) Other current liabilities	12	1.91	2.48
d) Liabilities for current tax (net)		-	-
		<u>68.92</u>	<u>98.36</u>
5) Liabilities associated with group(s) of assets held for disposal		-	-
TOTAL		<u>972.99</u>	<u>982.94</u>

Notes to Financial Statements and Significant Accounting Policies 1

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-
(Rajesh J. Shah)

Partner

Mem.No.: 040268

Place : Ahmedabad

Date : 30/05/2023

For and on behalf of the Board

Sd/-
Bhawani Shankar Goyal

Managing Director

DIN:03255804

House No.155/2,

First Floor, Gali No-2,

Near Gurudwara,

Govindpuri,

Kalkaji, Delhi-110019.

Sd/-
Parminder Sharma

Director

DIN:00176300

House No.65,

I-Block, Near

Gurudwara Kutia

Sahib, B.R.S. Nagar,

Ludhiana,

Punjab-141012.

Sd/-
Amit Jain

Chief Financial officer

PAN: AUCPJ6375P

House No. G-265,

Vishwas Park,

Uttam Nagar,

West Delhi 110059.

Sd/-
Pankaj Mahadeo Singh

Company Secretary

PAN:CMLPS0551B

106/2B Ground Floor

Gali No.2, Govindpuri,

Kalkaji, New Delhi-19,

OMKAR PHARMACHEM LIMITED

CIN: L93000GJ1995PLC025276

Email: investors.opl@gmail.com, Web site: www.omkarpharmachem.co.in, Ph.: 9711811163

310, WALL STREET-1, NEAR GUJARAT COLLEGE CROSS ROAD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

PARTICULARS	NOTES	₹ in Lakhs	
		2022-2023 Rs.	2021-2022 Rs.
I) Revenue From Operations	13	54.00	54.00
II) Other Income	14	0.30	-
III) Total Income (I + II)		54.30	54.00
IV) Expenses :			
a) Cost of material consumed		-	-
b) Purchase of Stock-in-trade		-	-
c) Changes in Inventories of Finished Goods, WIP and Stock-in trade		-	-
d) Employee benefits expense	15	13.87	17.49
e) Finance cost	16	4.63	5.58
f) Depreciation and Amortization Expense	2	0.27	0.19
g) Other Expenses	17	9.08	9.69
Total Expenses (a + b + c + d + e + f + g)		27.85	32.95
V) Profit(Loss) before exceptional items and tax (III - IV)		26.45	21.05
VI) Exceptional items		-	-
VII) Profit(Loss) before tax (V + VI)		26.45	21.05
VIII) Tax Expenses			
Current Tax		-	-
Deferred Tax		6.67	2.74
		6.67	2.74
IX) Profit(Loss) for the period (VII - VIII)		19.78	18.31
X) Other comprehensive income		-	-
XI) Total comprehensive income for the period (IX + X)		19.78	18.31
XII) Earning per share			
(1) Basic		0.20	0.18
(2) Diluted		0.20	0.18

Notes to Financial Statements and Significant Accounting Policies 1

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-
(Rajesh J. Shah)
Partner
Mem.No.: 040268Place : Ahmedabad
Date : 30/05/2023

For and on behalf of the Board

Sd/-
Bhawani Shankar Goyal
Managing Director
DIN:03255804
House No.155/2,
First Floor, Gali No-2,
Near Gurudwara,
Govindpuri,
Kalkaji, Delhi-110019.Sd/-
Parminder Sharma
Director
DIN:00176300
House No.65,
I-Block, Near
Gurudwara Kutia
Sahib, B.R.S. Nagar,
Ludhiana,
Punjab-141012.Sd/-
Amit Jain
Chief Financial officer
PAN: AUCPJ6375P
House No. G-265,
Vishwas Park,
Uttam Nagar,
West Delhi 110059.Sd/-
Pankaj Mahadeo Singh
Company Secretary
PAN:CMLPS0551B
106/2B Ground Floor
Gali No.2, Govindpuri,
Kalkaji, New Delhi-19,

OMKAR PHARMACHEM LIMITED

CIN: L93000GJ1995PLC025276

Email: investors.opl@gmail.com, Web site: www.omkarpharmachem.co.in, Ph.: 9711811163

310, WALL STREET-1, NEAR GUJARAT COLLEGE CROSS ROAD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006.

STATEMENT OF CASH FLOW (PURSUANT TO INDAS-7) INDIRECT METHOD FOR THE YEAR ENDED ON 31ST MARCH, 2023

PARTICULARS	NOTES	₹ in Lakhs	
		2022-2023 Rs.	2021-2022 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before tax and exceptional items		26.45	21.05
Adjustment For :			
Depreciation		0.27	0.19
Net interest paid (received)		4.63	5.58
Operating profit before working capital change		31.35	26.82
Adjustment For :			
Trade and other receivables		(4.86)	(5.40)
Trade payable & Advances received		1.10	(1.14)
Cash Generated from operation		27.59	20.28
Cash flow before extra ordinary items		27.59	20.28
(Less) IncomeTaxPaid including AdvanceTax/TDS less refund		-	-
NET CASH FLOW FROM OPERATING ACTIVITIES		27.59	20.28
B. CASH FLOW FROM INVESTING ACTIVITIES			
Sale of Property, plant and equipment (Land)		-	-
Sale of Investment		-	0.00
Purchase of Property, plant and equipment		-	(0.68)
NET CASH USED IN INVESTING ACTIVITIES		-	(0.68)
C. CASH FLOW FROM FINANCIAL ACTIVITIES			
Interest received/(paid)		(4.63)	(5.58)
Short Term Borrowings		(30.83)	2.73
NET CASH FLOW FROM FINANCIAL ACTIVITIES		(35.46)	(2.85)
TOTAL CASH FLOW		(7.87)	16.75
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS :			
Opening Cash and Cash Equivalents			
Cash on hand		0.12	0.13
Balances with Banks		21.02	4.26
Closing Cash and Cash Equivalents	6		
Cash on hand		0.12	0.12
Balances with Banks		13.15	21.02
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS		(7.87)	16.75
Notes to Financial Statements and Significant Accounting Policies	1		

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-
(Rajesh J. Shah)

Partner

Mem.No.: 040268

Place : Ahmedabad

Date : 30/05/2023

For and on behalf of the Board

Sd/-
Bhawani Shankar Goyal
Managing Director
DIN:03255804
House No.155/2,
First Floor, Gali No-2,
Near Gurudwara,
Govindpuri,
Kalkaji, Delhi-110019.Sd/-
Parminder Sharma
Director
DIN:00176300
House No.65,
I-Block, Near
Gurudwara Kutia
Sahib, B.R.S. Nagar,
Ludhiana,
Punjab-141012.Sd/-
Amit Jain
Chief Financial officer
PAN: AUCPJ6375P
House No. G-265,
Vishwas Park,
Uttam Nagar,
West Delhi 110059.Sd/-
Pankaj Mahadeo Singh
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OMKAR PHARMACHEM LIMITED

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310, WALL STREET-1, NEAR GUJARAT COLLEGE CROSS ROAD, ELLISBRIDGE, AHMEDABAD, GUJARAT-380006.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2023

₹ in Lakhs

A. Equity share capital :

(1) Current Reporting Period

Opening balance as at 1 April 2022	Changes in equity share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Closing balance as at 31 Mar 2023
1,008.37	-	1,008.37	-	1,008.37

(2) Previous Reporting Period

Opening balance as at 1 April 2021	Changes in equity share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Closing balance as at 31 Mar 2022
1,008.37	-	1,008.37	-	1,008.37

(B) Other Equity :

(1) Current Reporting Period

	Opening balance as at 1 April 2022	Changes in accounting policy/prior period errors	Restated balance as at 1 April 2022	Total comprehensive income for the year	Dividends	Transfer to retained earnings	Any other change	Closing balance as at 31 Mar 2022
Retained Earnings	(123.79)	-	(123.79)	19.78	-	19.78	-	(104.00)
Total reserves	(123.79)	-	(123.79)	19.78	-	19.78	-	(104.00)

(2) Previous Reporting Period

	Opening balance as at 1 April 2021	Changes in accounting policy/prior period errors	Restated balance as at 1 April 2021	Total comprehensive income for the year	Dividends	Transfer to retained earnings	Any other change	Closing balance as at 31 Mar 2022
Retained Earnings	(142.09)	-	(142.09)	18.31	-	18.31	-	(123.79)
Total reserves	(142.09)	-	(142.09)	18.31	-	18.31	-	(123.79)

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-
(Rajesh J. Shah)
Partner
Mem.No.: 040268Place : Ahmedabad
Date : 30/05/2023

For and on behalf of the Board

Sd/-
Bhawani Shankar Goyal
Managing Director
DIN:03255804
House No.155/2,
First Floor, Gali No-2,
Near Gurudwara,
Govindpuri,
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Pankaj Mahadeo Singh
Company Secretary
PAN:CMLPS0551B
106/2B Ground Floor
Gali No.2, Govindpuri,
Kalkaji, New Delhi-19,

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023**NOTE- 1 - BACKGROUND AND OPERATIONS**

Omkar Pharmachem Limited (the company) is a domestic public limited company with registered office situated at 310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 and is incorporated under the provisions of the Companies Act, applicable in India and it is listed on the BSE Limited.

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

The financial statements have been prepared in accordance with Indian Accounting Standards notified by the Central Government under section 133 of the companies Act, 2013 read with companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

(b) Basis of preparation

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

Current versus Non-current classification:

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

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

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when it is:

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Assets and liabilities are classified as current to the extent they are expected to be realized / are contractually repayable within 12 months from the Balance Sheet date and as non-current, in other cases. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(c) Use of Estimates and Judgments

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

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

(d) Revenue Recognition

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

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

(e) Cost Recognition

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

(f) Provisions and contingencies

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

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

(g) Foreign Currency

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

(h) Income Taxes

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

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

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

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

Deferred tax asset in respect of its brought forward losses are recognised as per relevant accounting standard.

(i) Earnings Per Share

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

₹ in Lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit (Loss)	19.78	18.31
No. of Equity shares (in lakhs)	100.84	100.84
EPS	0.20	0.18

(j) Inventories

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

(k) Property, Plant and Equipment

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

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

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

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

(l) Investments:

Securities acquired with the intention of holding them as investments are classified as Long Term Investments. Long term investments are shown at cost.

(m) Employee Benefit Expense

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

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

(n) Dividends

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

(o) Segment

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

(p) Investment in Subsidiaries, Joint Ventures and Associates

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

(q) Financial Instruments

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

a) Financial Asset**I. Equity Investments**

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

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

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

II. Impairment of financial assets

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

- Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits and bank balances.
- **Trade receivables**
The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

b) Financial Liabilities**I. Classification**

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

II. Recognition and measurements

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

c) De-recognition of Financial assets and Financial liabilities

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

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

(r) Borrowing Costs

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

(s) Cash and Cash Equivalents

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

(t) Related Party Transaction

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

a) Key Managerial person

- i. Parminder Sharma (Director)
- ii. Bhawani Shankar Goyal (Managing Director)
- iii. Mamta Pachauri (Independent Director)
- iv. Janak Raj Sharma (Independent Director)
- v. Gaurav Kathuria (Chief Financial Officer) (till 31/08/2022)
- vi. Pankaj Mahadeo Singh (Company Secretary)

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

₹ in Lakhs

Name	Type of Transaction	2022-23	2021-22
Gaurav Kathuria	Remuneration	3.60	8.64
Pankaj Mahadeo Singh	Remuneration	7.93	6.48

(u) Financial Risk Management

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

- Credit risk
- Liquidity risk, and
- Market risk

i) Credit Risk

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

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

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

ii) Liquidity Risk

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

iii) Market Risk

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

iv) Capital Management

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

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

₹ in Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Non Current borrowings	-	-
Current borrowings	62.14	92.97
Gross Debt	62.14	92.97
Less: Cash and Cash equivalents	13.27	21.14
Less: Other Bank Deposits	-	-
Adjusted Net Debt	48.87	71.83
Total equity	904.37	884.58
Adjusted net debt to adjusted equity ratio	0.0540	0.0812

NOTE - 3 - AMENDMENT IN STANDARDS

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023.

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

NOTE - 4 - COMPARATIVES

Comparatives financial information (i.e. the amounts and other disclosures for the preceding year presented above), is included as an integral part of the current year's financial statements, and is to be read in relation to the amounts and other disclosures relating to the current year. Figures of the previous year have been regrouped / reclassified wherever necessary to correspond to figures of the current year.

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-

(Rajesh J. Shah)

Partner

Mem.No.: 040268

Place : Ahmedabad

Date : 30/05/2023

For and on behalf of the Board

Sd/-

Bhawani Shankar Goyal

Managing Director

DIN:03255804

House No.155/2,

First Floor, Gali No-2,

Near Gurudwara,

Govindpuri,

Kalkaji, Delhi-110019.

Sd/-

Parminder Sharma

Director

DIN:00176300

House No.65,

I-Block, Near

Gurudwara Kutia

Sahib, B.R.S. Nagar,

Ludhiana,

Punjab-141012.

Sd/-

Amit Jain

Chief Financial officer

PAN: AUCPJ6375P

House No. G-265,

Vishwas Park,

Uttam Nagar,

West Delhi 110059.

Sd/-

Pankaj Mahadeo Singh

Company Secretary

PAN:CMLPS0551B

106/2B Ground Floor

Gali No.2, Govindpuri,

Kalkaji, New Delhi-19,

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

NOTE - 2 - PROPERTY, PLANT AND EQUIPMENT :

₹ in Lakhs

		GROSS BLOCK			DEPRECIATION			NET BLOCK	
Sr. No.	Particulars	As on 01-04-2022	Additions (Deductions)	As on 31-03-2023	As on 01-04-2022	Additions (Deductions)	As on 31-03-2023	As on 31-03-2023	As on 31-03-2022
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Laptop	0.38	-	0.38	0.36	-	0.36	0.02	0.02
2	Mobile	1.32	-	1.32	0.71	0.27	0.98	0.34	0.61
3	Printer	0.27	-	0.27	0.26	-	0.26	0.01	0.01
		1.97	-	1.97	1.33	0.27	1.60	0.37	0.64

		GROSS BLOCK			DEPRECIATION			NET BLOCK	
Sr. No.	Particulars	As on 01-04-2021	Additions (Deductions)	As on 31-03-2022	As on 01-04-2021	Additions (Deductions)	As on 31-03-2022	As on 31-03-2022	As on 31-03-2021
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Laptop	0.38	-	0.38	0.36	-	0.36	0.02	0.02
2	Mobile	0.64	0.68	1.32	0.52	0.19	0.71	0.61	0.12
3	Printer	0.27	-	0.27	0.26	-	0.26	0.01	0.01
		1.29	0.68	1.97	1.14	0.19	1.33	0.64	0.15

₹ in Lakhs

PARTICULARS	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
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NOTE - 3 - NON CURRENT INVESTMENT

(₹ in lakhs except as otherwise stated)

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	930.00	930.00
	930.00	930.00

NOTE - 4 - DEFFERED TAX ASSET

Deferred Tax Asset

Opening Balance(on diff. of dep. Rs. 0.09 & on c/f loss Rs. 22.97 (P.Y.on diff. of Dep. Rs. 0.07 & on c/f loss Rs. 25.73)	23.06	25.80
Increase/(Decrease) during year [on diff.of dep. Rs. 0.03 & c/f loss Rs. (6.69)] [(P.Y. on diff.of dep. Rs. 0.02 & on c/f loss Rs. (2.76)]	(6.67)	(2.74)
Closing balance (on diff. of dep. Rs. 0.11 & on c/f loss Rs. 16.28 (P.Y. on diff. of dep. Rs. 0.09 & on c/f loss Rs. 22.97)	16.39	23.06

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

₹ in Lakhs

PARTICULARS	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
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NOTE - 5 - TRADE AND OTHER RECEIVABLES

Receivables (Unsecured and Considered good)	4.86	-
TDS Receivables	8.10	8.10
	<u>12.96</u>	<u>8.10</u>

Trade Receivables ageing schedule (Current Year)

Particulars	Less Than Six Month	6 Month -1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4.86	-	-	-	-	4.86
(ii) Undisputed Trade Receivables – which have significant increase in creditrisk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Trade Receivables ageing schedule (Previous Year)

Particulars	Less Than Six Month	6 Month -1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in creditrisk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

₹ in Lakhs

PARTICULARS	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
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NOTE - 6 - CASH AND CASH EQUIVALENTS

Cash on hand	0.12	0.12
Balances with Banks	13.15	21.02
	<u>13.27</u>	<u>21.14</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

₹ in Lakhs

PARTICULARS	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
NOTE - 7 - EQUITY SHARE CAPITAL		
a) AUTHORISED SHARE CAPITAL :		
10500000 (Previous Year 10500000) Equity Shares of Rs. 10 each with voting right	<u>1,050.00</u>	<u>1,050.00</u>
b) ISSUED AND SUBSCRIBED CAPITAL :		
10084800 (Previous Year 10084800) Equity Shares of Rs. 10 each, fully paid up with voting rights	<u>1,008.48</u>	<u>1,008.48</u>
c) PAID UP CAPITAL:		
10083300 (Previous Year 10083300) Equity Shares of Rs. 10 each, fully paid up	1,008.33	1,008.33
1500 (Previous Year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up with voting right	0.04	0.04
	<u>1,008.37</u>	<u>1,008.37</u>

7-A) RECONCILIATION OF SHARE CAPITAL

Opening Balance (10083300 Equity Shares of Rs. 10 each fully paid up)	1,008.33	1,008.33
Increase / Decrease during the year	-	-
Closing Balance (10083300 Equity Shares of Rs. 10 each fully paid up)	<u>1,008.33</u>	<u>1,008.33</u>
Opening Balance (1500 Equity Shares of Rs. 10 each and Rs. 2.5 paid up)	0.04	0.04
Increase / Decrease during the year	-	-
Closing Balance (1500 Equity Shares of Rs. 10 each and Rs. 2.5 paid up)	<u>0.04</u>	<u>0.04</u>

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

As year ended on -	Current Year	Previous Year
i) 31-03-2023		
(10083300 (Previous year 10083300) Equity Shares of Rs. 10 each fully paid up)	1,008.33	1,008.33
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	0.04	0.04
ii) 31-03-2022		
(10083300 (Previous year 10083300) Equity Shares of Rs. 10 each fully paid up)	1,008.33	1,008.33
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	0.04	0.04
iii) 31-03-2021		
(10083300 (Previous year 10083300) Equity Shares of Rs. 10 each fully paid up)	1,008.33	1,008.33
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	0.04	0.04
iv) 31-03-2020		
(10083300 (Previous year 10083300) Equity Shares of Rs. 10 each fully paid up)	1,008.33	1,008.33
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	0.04	0.04
v) 31-03-2019		
(10083300 (Previous year 10083300) Equity Shares of Rs. 10 each fully paid up)	1,008.33	1,008.33
(1500 (Previous year 1500) Equity Shares of Rs. 10 each, Rs. 2.50 paid up)	0.04	0.04

Notes :

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

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

7-C) Details of share held by promoter at the end of the year

Name of Promoter	As On 31-03-2023		As On 31-03-2022		% Changes
	No. of Shares	% of holding	No. of Shares	% of holding	
i) Dipakkumar Mulchandbhai Vora	800	0.01%	800	0.01%	0.00%
ii) Shah Kirti Kumar Laxmichand	1800	0.02%	1800	0.02%	0.00%

₹ in Lakhs

PARTICULARS	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
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NOTE - 8 - RETAINED EARNINGS

Profit and Loss Account

Opening Balance	(123.79)	(142.09)
Add : Current year	19.78	18.31
Closing Balance	<u>(104.00)</u>	<u>(123.79)</u>

NOTES - 9 - BORROWINGS

Other Short Term Borrowing (Unsecured)	62.14	92.97
	<u>62.14</u>	<u>92.97</u>

NOTES - 10 - TRADE AND OTHER PAYABLES

Dues to MSMED Creditors	-	-
Dues to Others: Creditors for expenses	4.14	2.48
	<u>4.14</u>	<u>2.48</u>

10-A) Trade Payable Ageing Schedule

Particulars	Not Due For Payment	As On 31-03-2023				
		Outstanding for the following periods from due date of payment				
		Less Than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
i) MSME	-	-	-	-	-	-
ii) Other	-	1.90	2.04	0.20	-	4.14
iii) Disputed Dues MSME	-	-	-	-	-	-
iv) Other Disputed Dues	-	-	-	-	-	-

Particulars	Not Due For Payment	As On 31-03-2022				
		Outstanding for the following periods from due date of payment				
		Less Than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
i) MSME	-	-	-	-	-	-
ii) Other	-	2.28	0.20	-	-	2.48
iii) Disputed Dues MSME	-	-	-	-	-	-
iv) Other Disputed Dues	-	-	-	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

₹ in Lakhs

PARTICULARS	AS ON 31-03-2023 Rs.	AS ON 31-03-2022 Rs.
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NOTE - 11 - SHORT TERM PROVISIONS

Listing Fees	0.43	0.43
	0.43	0.43

NOTES - 12 - OTHER CURRENT LIABILITIES

Salary Payable	0.86	1.48
IGST Payable	0.51	0.47
TDS Payable	0.54	0.53
	1.91	2.48

PARTICULARS	2022-2023 Rs.	2021-2022 Rs.
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NOTE - 13 - REVENUE FROM OPERATIONS

Business Support Services	54.00	54.00
	54.00	54.00

NOTE - 14 - OTHER INCOME

Interest On Income Tax Refund	0.30	-
	0.30	-

NOTE - 15 - EMPLOYEE BENEFIT EXPENSES

Salary Exp.	13.72	17.49
Diwali Bonus	0.15	-
	13.87	17.49

NOTE - 16 - FINANCIAL COST

Interest on loan	4.63	5.58
	4.63	5.58

NOTE - 17 - OTHER EXPENSES

Advertisement Exps.	0.31	0.29
Auditors Remuneration	0.33	0.33
Bank Charges	0.01	0.01
Books, Journal & Subscription expenses	-	0.16
Computer Repairing	0.02	0.02
C.S. Certificate Exp.	0.21	0.18
Demat Charges	2.00	2.60
E-voting Charges	0.09	0.04
GST Interest & Late filing fees	0.01	0.08
Interest on TDS	0.04	0.05
Listing Fees	3.00	3.00
Miscellaneous Exp.	0.03	0.02
NSDL Charges	-	0.10

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

₹ in Lakhs

PARTICULARS	2022-2023 Rs.	2021-2022 Rs.
NOTE - 17 - OTHER EXPENSES (CONTD.....)		
Office Expenses	0.07	0.03
Postage & Courier Exp.	0.18	0.18
Professional Fees	1.17	1.15
Rent Exp.	0.36	0.36
ROC Exp.	0.11	0.08
Software Exps.	0.25	-
Stationery & Printing Exp.	0.32	0.46
TDS late filing fees	0.01	-
Telephone Exps.	0.08	0.08
Travelling Expense	0.44	0.34
Website Expense	0.04	0.05
XBRL Conversion Expense	-	0.08
	9.08	9.69
17-A) Payment to Auditors comprises of		
i) Fees for Company Audit work	0.25	0.25
ii) Fees for other work (for quartely Limited Review Reports)	0.08	0.08
	0.33	0.33

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023

NOTE - 18 - ADDITIONAL REGULATORY INFORMATION

₹ in Lakhs

(A) RATIOS

Particulars	Numerator	Denominator	31-03-2023	31-03-2022	Variance
(a) Current Ratio	Current Assets	Current Liabilities	0.38	0.30	26.67%
(b) Debt-Equity Ratio	Total Debts	Shareholder's Equity	0.07	0.11	-36.36%
(c) Debt Service Coverage Ratio	Earnings Available For Debt Services	Debt Service	Not Applicable		
(d) Return on Equity Ratio	Net Profit After Tax Less Preference Dividend	Average Shareholder's Equity [Shareholder's Fund]	0.02	0.02	0.00%
(e) Inventory turnover ratio	Cost of Goods Sold Or Sale	Average Inventory	Not Applicable		
(f) Trade Receivables turnover ratio	Net Credit Sale	Average Trade Receivable	22.22	Infinitive	Infinitive
(g) Trade payables turnover ratio	Net Credit Purchase	Average Trade Payable	Not Applicable		
(h) Net capital turnover ratio	Net Sales	Average Working Capital	-0.97	-0.68	42.65%
(i) Net profit ratio	Net Profit After Tax	Net Sale	0.37	0.34	8.82%
(j) Return on Capital employed	Earning Before Interest And Taxes	Capital Employed	0.034	0.030	14.16%
(k) Return on investment	Income From Investments	Cost of Investment	0.00	0.00	0.00%

Explanation For Any Change In The Ratio By More Than 25% As Compared To Preceding Year Is As Follows:-

a) **Current Ratio:**

There is reduction in borrowings and increase in sundry debtors. The change is mainly due to reduction in current Liabilities.

b) **Debt-Equity Ratio:**

There is reduction in borrowings in F.Y. 2022-23 as compare to Preceding F.Y. Which has a huge impact on this ratio. Besides this, there is a reduction in debit balance of retained earnings as on 31/03/2023 as compare to the balance as on 31/03/2022.

c) **Trade Receivables turnover ratio:**

There is no trade receivables as on 1/4/2021 & 31/3/2022 and so average trade receivables are zero and so ratio comes to infinitive for F.Y. 2021-22. So variance comes to infinitive.

d) **Net capital turnover ratio:**

There is a reduction in current liabilities which is more than the reduction in current assets. However sales remains the same in F.Y. 2021-22 as well as F.Y. 2022-23.

(B) **Corporate Social Responsibility:**

Corporate Social Responsibility (CSR) Provision as per Companies Act , 2013 are not applicable to the Company during the year under review.

(C) **Transaction with struck off companies:**

As per information available with company, Company has not entered into transaction with struck off companies as per section 248 of the Companies Act, 2013 or section 560 of Companies Act ,1956.

(D) **Details of Benami Property held:**

There were no proceedings that has been initiated or pending against the company for holding any Benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.

(E) **Title deeds of Immovable property:**

There were no immovable Property whose title deeds are not held in the name of company.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2023**(F) Compliance with layer of companies:**

The company has not Invested in any subsidiary Company.

(G) Compliance with approved scheme of arrangement:

Company has not prepared any Scheme of Arrangement in terms of section 230 to 237 of the Companies Act,2013.

(H) Utilisation of Borrowed Fund & Share Premium:

- a) During the year, no funds have been advances or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of Ultimate Beneficiaries.
- b) During the year, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding , whether recorded in writing or otherwise , that the company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (i) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (j) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (k) The Company have neither received nor given any fund from or to any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (l) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (m) The company is not required to submit any quarterly returns or statements of Current assets banks or financial institutions.
- (n) The Company do not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act,1961 (such as, Search or survey or any other relevant provisions of the Income Tax Act, 1961) as on 31.03.2023. (Previous Year 31.03.2022: Nil).

NOTE - 19 :

Figures of previous year have been recasted/ restated where necessary.

Above notes are an integral part of the financial Statements.

As per our Report of even date

For Rajesh J. Shah & Associates

Chartered Accountants

FRN 108407W

Sd/-
(Rajesh J. Shah)
Partner
Mem.No.: 040268

Place : Ahmedabad
Date : 30/05/2023

For and on behalf of the Board

Sd/-
Bhawani Shankar Goyal
Managing Director
DIN:03255804
House No.155/2,
First Floor, Gali No-2,
Near Gurudwara,
Govindpuri,
Kalkaji, Delhi-110019.

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

Sd/-
Amit Jain
Chief Financial officer
PAN: AUCPJ6375P
House No. G-265,
Vishwas Park,
Uttam Nagar,
West Delhi 110059.

Sd/-
Pankaj Mahadeo Singh
Company Secretary
PAN:CMLPS0551B
106/2B Ground Floor
Gali No.2, Govindpuri,
Kalkaji, New Delhi-19,

OMKAR PHARMACHEM LIMITED

CIN: L93000GJ1995PLC025276

Regd office: 310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat.

28th Annual General Meeting to be held on Friday, the 29th day of September, 2023 at 11.30 a.m.

Hotal Kanak, Opp- Gujarat College, Ellisbridge, Ahmedabad-380006 Gujarat

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s) : _____
Registered Address : _____
E-mail Id : _____

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

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

1. Name : _____ Email Id : _____

Address : _____

Signature : _____ or failing him

2. Name : _____ Email Id : _____

Address : _____

Signature : _____ or failing him

3. Name : _____ Email Id : _____

Address : _____

Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the **28th Annual General Meeting** of the Company to be held on **Friday, the 29th day of September, 2023 at 11.30 am at Hotal Kanak, Opp- Gujarat College, Ellisbridge, Ahmedabad-380006 Gujarat** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Adoption of Financial Statements.		
2	Appoint a Director in place of Mr. Bhawani Shankar Goyal who retires by rotation.		
Special Business			
3	To consider and approve material related party transactions		

Signed this _____ day of _____, 2023

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

Affix
revenue
Stamp**NOTES:**

- This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company at **310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat** not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the 'For' or 'Against' column black against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing proxy does not prevent a member from attending in person if he so wishes.
- In case of joint holders, the Signature of any one holder will be sufficient, but names of all the joint holders should be stated.

OMKAR PHARMACHEM LIMITED

CIN: L93000GJ1995PLC025276

Regd office: 310, Wall Street-1, Near Gujarat College Cross Road, Ellisbridge, Ahmedabad-380006 Gujarat.

Website: www.omkarpharmachem.co.in, Email id: invetors.opl@gmail.com,

ATTENDANCE SLIP

28th Annual General Meeting- 29th September, 2023

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

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

I hereby record my presence at the **28th ANNUAL GENERAL MEETING** of the company held on Friday, the **29th day of September, 2023 at 11: 30 am at Hotal Kanak, Opp- Gujarat College, Ellisbridge, Ahmedabad-380006 Gujarat**_____
Signature of Shareholder/Proxy present**Note:** Shareholder/Proxy holder wishing to attend the meeting must bring this Attendance Slip to the meeting and handover at the entrance duly signed.