

OMKAR OVERSEAS LIMITED

**21st Annual Report
2016-2017**

CORPORATE INFORMATION

BOARD OF DIRECTORS : Mr. Ramesh Deora (DIN: 01135440) Chairman & CEO
Mr. Niranjana Agarwal (DIN: 00413530) Director & CFO
Mr. Shivbhagwan Brohra (DIN: 00419134) Director
Ms. Chinar Rajkumar Jethwani (DIN: 07141393) Director

CHIEF EXECUTIVE OFFICER : Mr. Ramesh Deora

CHIEF FINANCIAL OFFICER : Mr. Niranjana Agarwal

AUDITORS : **M/s. Nahta Jain & Associates**
Chartered Accountants

INTERNAL AUDITOR : **M/s. R. R. Jain & Associates**
Chartered Accountants

SECRETARIAL AUDITOR : **M/s. Umesh Ved & Associates**
Company Secretaries

BANKERS : **Punjab National Bank**
Vanijya Bhavan Branch
Kankaria Raod, Ahmedabad
Social Co. Op. Bank Ltd.
Khamasa Branch
Nr. Khamasa Police Choki,
Ahmedabad.

REGD. OFFICE : 212, New Cloth Market,
O/S. Raipur Gate,
Ahmedabad - 380 002.

Website : www.omkaroverseasltd.com
Tel: 079-22132078

**REGISTRAR & SHARE
TRANSFER AGENT** : **Link Intime India Pvt. Ltd.**
5th Floor 506 to 508, Amarnath Business Center – 1 (ABC -1),
Besides Gala Business Centre, Nr. St. Xavier's College Corner,
Off C.G Road, Navrangpura, Ahmedabad-380009

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OMKAR OVERSEAS LIMITED

Registered Office- 212, New Cloth Market, O/S. Raipur Gate, Raipur, Ahmedabad – 380 002

Phone No.: 91-79-22132078

E - mail: omkaroverseas212@gmail.com

Website: www.omkaroverseasltd.com

CIN: L51909GJ1994PLC023680

NOTICE

NOTICE is hereby given that 21st (Twenty First) Annual General Meeting of the members of the Company will be held on Thursday, 28th September 2017 at 4:00 p.m. at the registered office of the Company situated at 212, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002 to transact the following business : -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Deora (DIN: 01135440), who retires by rotation and being eligible offers himself for reappointment.
3. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution
“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), M/s. Abhishek Kumar & Associates, Chartered Accountants, (Firm Registration No : 130052W) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of Five years from the conclusion of ensuing Annual General Meeting (subject to ratification of such appointment by the members at every general meeting) till the conclusion of 26th Annual General Meeting of the Company, in place of M/s. Nahta Jain & Associates, Chartered Accountants, (Firm Registration No: 106801W), the retiring auditor of the company, on such remuneration as may be decided by the Board of Directors of the Company from time to time.”

Registered Office:

212, New Cloth Market,
O/S. Raipur Gate,
Ahmedabad - 380 002

Place : Ahmedabad

Date : 11th August, 2017

**By Order of the Board of Directors of
OMKAR OVERSEAS LIMITED**

**RAMESH DEORA
CHAIRMAN
DIN: 01135440**

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10(ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books will remain close from 23rd September, 2017 to 28th September, 2017. (both days inclusive).
3. Members are requested to intimate about the change in address, if any.
4. Members are requested to bring the copies of the annual report as the same will not be distributed at the annual general meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e- voting services provided by the Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

Notice of the 21st Annual General Meeting of the Company. Inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for

communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual general Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 21st AGM by electronic means("e-voting")

- (i) The voting period begins on Monday, 25th September, 2017 (9:00 a.m) and ends on Wednesday, 27th September, 2017 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence No. printed on Address Slip/email to the members pertaining to the Notice of this AGM.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < **OMKAR OVERSEAS LIMITED** > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.
- (xxi) Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No 4411, CP 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The results of the e-voting along with the scrutinizer's report shall be placed in company's website and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

Brief resume of **Mr. Ramesh Deora** who retires by rotation along with additional information pursuant to Regulation 36(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are provided below:

Name of the Director	Ramesh Deora
DIN	01135440
Father Name	Ghanshyamdas Deora
Date of Birth	10/08/1973
Date of Appointment	10/02/2015
Qualification	B.Com
Name of the Companies(s) in which he is a director	1. Deora Polytax Limited
Specific functional Areas	Having good experience in field of administration, Marketing & Accounts.
Shareholding in the Company as on 31 st March, 2017	Nil

DIRECTORS REPORT

To,

The Members,

Your Directors have the pleasure in presenting the 21st Annual Report together with the Audited Statement of Account for the year ending on 31st March, 2017.

Financial Results:

(Amt. in Rs.)		
Particulars	2016 – 2017	2015 – 2016
Revenue from operations	1,22,90,738	1,52,67,470
Other Income	0	0
Total revenue	1,22,90,738	1,52,67,470
Expenditure		
Employee benefits expenses	1,44,000	1,44,000
Purchases of Stock-in-trade	73,55,093	1,36,94,625
Other expenses	42,97,387	12,00,861
Total expenses	1,17,96,480	1,50,39,486
Profit before exceptional and extra ordinary items and tax	4,95,588	2,27,984
Profit before tax	4,95,588	2,27,984
Tax expense :		
Income tax for earlier years	NIL	NIL
Provision for income tax	1,00,000	50,000
Reversal of excess provision of Income tax	0	2,180
Net profit for the year	3,95,588	1,80,164

PRESENT OPERATIONS & FUTURE PROSPECTS:

During the year under review, the revenue from operations of company for the Financial Year 2016-17 was Rs. 122.90 Lakhs compared to the previous Financial Year 2015-16 of Rs. 152.67 Lakhs. The Company has made Net Profit of Rs. 3.95 Lakhs as compared to profit of Rs. 1.80 Lakhs in previous Financial Year.

During the year under the review, the profit of Rs. 395588/- was added in Reserves and Surplus. The Closing Balance of Surplus of the Profit and Loss shown under the head "Reserves and Surplus" was Rs. 13,229/-.

Your Directors are hopeful to exploit the present resources in efficient manner and achieve better results in the coming year.

OPERATIONS:

During the year under the review the total revenue from operation decreased by Rs. 29.76 Lakhs (19.50%) in comparison to the previous year. The total expenses have also been decreased by Rs. 324.73 Lakhs (21.56%) and due to that fewer expenses during the year under review the net profit after tax (PAT) has increased by 2.15 Lakhs (119.57 %). The decrease in sales was result of the stiff competition and general economic conditions.

DIVIDEND:

Your directors do not recommend payment of any dividend for the financial year ended 31st March, 2017, in order to conserve the resources of the Company. The Company will retain the earnings for use in the operations of future projects and strive to increase the net worth of the stakeholders.

DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED:**i. Retirement by Rotation:**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Ramesh Deora, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your directors recommend his re-appointment.

ii. Cessation & Appointment of Additional / Independent Women Director:

There was no change in Directors of the Company, during the year under review.

iii. Key Managerial Personnel:

The following persons were designated as Key Managerial Personnel:

1. Mr. Niranjn Agarwal, Chief Financial Officer
2. Mr. Ramesh Deora, Chief Executive Officer

DETAILS OF HOLDING / SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATE COMPANIES:

The Company didn't had any Holding/ Subsidiary/ Joint Ventures/ Associate Companies at the start of the year, during the year or at the end of the year and hence there is no requirement of giving the statement containing the salient feature of the financial statement of the company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures.

DEPOSIT:

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

During the year under review there **were no** significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

INTERNAL FINANCIAL CONTROLS:

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014, the Board of Directors hereby declare that there are no particulars to report for the Conservation of Energy & Technology Absorption. There is no foreign exchange earnings and outgo during the year under the review.

PERSONNEL:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

There was no employee drawing remuneration requiring disclosure under section 197(12) and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Required details are annexed to this Report as **Annexure A**

AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

Name	Position
Mr. Shivbhagvan R. Brohra	Chairman
Mr. Niranjn Dwarkaprasad Agarwal	Member
Ms. Chinar Rajkumar Jethwani	Member

During the Year under review, total four Audit Committee Meetings were held.

Sr. No.	Date of Committee Meeting	Members Present
1.	27.05.2016	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Mr. Niranjn Dwarkaprasad Agarwal 3. Ms. Chinar Rajkumar Jethwani
2.	12.08.2016	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Mr. Niranjn Dwarkaprasad Agarwal 3. Ms. Chinar Rajkumar Jethwani

3.	14.11.2016	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Mr. Niranjana Dwarkaprasad Agarwal 3. Ms. Chinar Rajkumar Jethwani
4.	10.02.2017	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Mr. Niranjana Dwarkaprasad Agarwal 3. Ms. Chinar Rajkumar Jethwani

The Composition and the Terms of Reference of the Audit Committee is as mentioned in the provisions of Section 177 of the Companies Act, 2013 and Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time. The Statutory Auditor, Internal Auditor and Chief Finance Officer and Chief Executive Officer usually attend the Meeting of the Audit Committee.

NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board of Directors of the Company consisted of following Directors:

Name	Position
Mr. Shivbhagvan R. Brohra	Chairman
Ms. Chinar Rajkumar Jethwani	Member
Mr. Niranjana Dwarkaprasad Agarwal	Member

During the Year under review, no Meeting of the Nomination & Remuneration Committee was held.

The Composition and the Terms of Reference of the Nomination & Remuneration Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of the Board of Directors of the Company consisted of following Directors

Name	Position
Mr. Shivbhagvan R. Brohra	Chairman
Ms. Chinar Rajkumar Jethwani	Member

During the Year under review, total Four Meeting of the Stakeholder Relationship Committee was held.

Sr. No.	Date of Committee Meeting	Members Present
1.	27.05.2016	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Ms. Chinar Rajkumar Jethwani
2.	12.08.2016	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Ms. Chinar Rajkumar Jethwani
3.	14.11.2016	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Ms. Chinar Rajkumar Jethwani
4.	10.02.2017	1. Mr. Shivbhagvan Radhakrushna Brohra 2. Ms. Chinar Rajkumar Jethwani

The Composition and the Terms of Reference of the Stakeholder Relationship Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

POLICIES

In accordance with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has framed the following policies:

1. Materiality of Information Policy
2. Policy for Preservation of Documents
3. Code for Fair Disclosure of UPSI
4. Person Authorised for determining the materiality of any event or transaction or information
5. Whistle Blower Policy
6. Nomination & Remuneration Policy

All the above policies have been displayed on the website of the Company viz. <http://www.omkaroverseasltd.com/resource/Policy.aspx>

AUDITORS**i. Statutory Auditor and their Report**

The observations made in the report of auditor are dealt with in the notes forming part of the Accounts at appropriate places which are self-explanatory.

As per the provisions of section 139 of the Companies Act 2013, an individual or a firm should not hold the office of the Auditor for more than 2 terms of five years each. The transitional provisions allowed the auditors' firm to continue for a period of three years. M/s. Nahta Jain & Associates, Chartered Accountants, Ahmedabad were in office for the period allowed under the Companies Act, and are now due for rotational vacancy. Hence, M/s. Abhishek Kumar & Associates, Chartered Accountants, (Firm Registration No : 130052W) are proposed to be appointed as the statutory Auditor of the Company for a period of 5 years from the conclusion of the ensuing Annual General Meeting till the conclusion of 26th Annual General Meeting in place of M/s. Nahta Jain & Associates, Chartered Accountants, Ahmedabad.

Necessary resolution seeking approval of the members for appointment of new statutory auditors has been incorporated in the Notice convening the Annual General Meeting forming part of this Annual Report.

ii. INTERNAL AUDITOR

M/s. R. R. Jain & Associates, Chartered Accountant, are Internal Auditors of the Company. The Audit Committee of the Board of Directors in consultation with the Internal Auditors formulates the scope, functioning periodicity and methodology for conducting the internal audit.

iii. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has, in compliance with the provisions of Section 204(1) of the Companies Act, 2013 and rules made in this behalf, appointed M/S. Umesh Ved & Associates, Company Secretaries to carry out Secretarial Audit of the Company for the financial year 2016-17. The Report of the Secretarial Auditor is annexed to this Report as "**Annexure B**" which is self explanatory and gives complete information.

EXPLANATION TO THE QUALIFICATIONS IN AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT:

Qualification/Adverse Remark	Explanation
The Company is yet to appoint the Company Secretary as specified under the provisions of Section 203 under the Companies Act, 2013.	The Company was not able to get a fit and proper candidate at remuneration commensurate with the size of the Company. The Company did make sufficient attempts to appoint full time Company Secretary, however, was unable to find / appoint any suitable candidate. However, the company has made appointment of the women director, i.e. Ms. Chinar Jethwani, who is a Company Secretary by profession guiding for the compliance of the company related to the same area.
The composition of the Nomination and Remuneration Committee of the Board is not in compliance of provisions of section 178 of the Companies Act, 2013 and rules made thereof as the Company is yet to appoint Non-Executive Directors in the company.	The Company had proper composition of the Nomination and Remuneration Committee. However, due to the appointment of Mr. Niranjn Agarwal as Chief Financial Officer, who was Non-Executive director in the company prior to such appointment as KMP, the company requires to appoint one more Non-Executive Director to complete the composition of the Nomination and Remuneration Committee. The Company is looking for fit and proper candidate for the said position to complete the composition of the Nomination and Remuneration Committee of the Board.

LISTING:

The shares of the company are listed at BSE Limited. Listing fees of BSE Limited is paid for the year 2017 – 2018.

DIRECTORS RESPONSIBLITY STATEMENT:

As required under the provisions of Section 134 of the Act, your Directors report that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period.
- The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.

- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls as required by Explanation to Section 134(5)(e) of the Act to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

CORPORATE GOVERNANCE:

The Regulation 27(2)(a) of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 regarding Corporate Governance is not applicable to the Company, the paid-up capital of the company being less than Rs.10 crore and net worth being less than Rs. 25 crore, the threshold limit as prescribed therein.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 annexed as “Annexure-C”.

RELATED PARTY TRANSACTIONS:

During the year under review there has been no transaction entered into with the related parties.

PARTICULARS OF LOANS / GUARANTEES / INVESTMENT:

The Particulars of loans, guarantee or investment made under Section 186 of the Companies Act, 2013 are furnished in the Notes to the Financial Statements for the year ended 31st March, 2017.

INVESTMENT IN UNQUOTED SHARES:

The Company has not made any investment in unquoted shares.

RISK MANAGEMENT POLICY:

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

VIGIL MECHANISM

Pursuant to Section 177(9) of the Companies Act, 2013, the company has adopted Whistle Blower Policy to deal with any instance of fraud and mismanagement. The employees of the company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern.

STATEMENT OF INDEPENDENT DIRECTORS:

The following Directors are independent in terms of Section 149(6) of the Act:

- (a) Mr. Shivbhagvan R. Brohra
 (b) Ms. Chinar Rajkumar Jethwani

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

EXTRACT OF THE ANNUAL RETURN:

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 (1) of Companies (Management and Administration) Rules, 2014 the extract of the annual return in form MGT 9 for the Financial Year ended on 31st March, 2017 is annexed as “Annexure D” to this Report.

NUMBER OF BOARD MEETINGS:

The calendar of meetings to be held in a year is decided in advance by the Board and circulated to the Directors. During the year, four Board meetings were convened and held. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act. The Details of Which are as under

Sr. No.	Date of Board Meeting	Directors Present
1.	27.05.2016	1. Mr. Ramesh Deora 2. Mr. Niranjn Dwarkaprasad Agarwal 3. Mr. Shivbhagvan Radhakrushna Brohra 4. Ms. Chinar Rajkumar Jethwani

2.	12.08.2016	1. Mr. Ramesh Deora 2. Mr. Niranjn Dwarkaprasad Agarwal 3. Mr. Shivbhagvan Radhakrushna Brohra 4. Ms. Chinar Rajkumar Jethwani
3.	14.11.2016	1. Mr. Ramesh Deora 2. Mr. Niranjn Dwarkaprasad Agarwal 3. Mr. Shivbhagvan Radhakrushna Brohra 4. Ms. Chinar Rajkumar Jethwani
4.	10.02.2017	1. Mr. Ramesh Deora 2. Mr. Niranjn Dwarkaprasad Agarwal 3. Mr. Shivbhagvan Radhakrushna Brohra 4. Ms. Chinar Rajkumar Jethwani

CORPORATE SOCIAL RESPONSIBILITY:

The Provision of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the company.

ANNUAL PERFORMANCE EVALUATION:

In compliance with the provisions of the Act and voluntarily under Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

Board: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board: The performance of the Audit Committee, the Nomination and Remuneration Committee, The Stakeholder Relationship Committee was evaluated by the Board having regard to various criteriasuch as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Individual Directors:

- (a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFTER BALANCESHEET DATE:

There were no Material changes after the balance - sheet date.

SEXUAL HARASSMENT:

The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. During the year under review, no complaints were reported.

APPRECIATION:

Your Directors wish to convey their thanks to all the bankers, suppliers, customers and Shareholders for their continued support to the company

Registered Office:

212, New Cloth Market,
O/S. Raipur Gate,
Ahmedabad - 380 002

Place : Ahmedabad

Dated: 11th August, 2017

**For and on behalf of the Board of Directors of
OMKAR OVERSEAS LIMITED**

**RAMESH DEORA
CHAIRMAN
DIN: 01135440**

“ANNEXURE- A”

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17:**

During the period no remuneration was paid to any Director, hence ratio of remuneration stands at 0 (zero)

- (ii) **The percentage increase in remuneration of each director CFO, CEO, Company Secretary or Manager, if any, in the financial year 2016-17:**

Mr. Niranjana Agarwal	CFO	Nil
Mr. Ramesh Deora	CEO	Nil

- (iii) **the number of permanent employees on the rolls of the Company : 1 (One) (Other than KMP)**

- (iv) **the explanation on the relationship between average increase in remuneration and company performance:**

During the year, the Company has not provided remuneration to any of its Director.

- (v) **Comparison of remuneration of KMP against the performance of the Company:**

Since the Company has not provided remuneration there is no comparison of remuneration of KMP against the performance of the Company.

- (vi) **Market Capitalisation:**

Date	Issued Shares	Closing Market Price per share(Rs)	EPS (Rs.)	PE Ratio	Market Capitalisation (Rs. In Cr.)
31.03.2016	50,00,000	1.02	0.04	25.50	0.51
31.03.2017	50,00,000	1.21	0.08	15.125	0.61
Increase/(Decrease)	Nil	0.19	0.04	(10.375)	0.10
Increase/(Decrease)%	Nil	18.63%	100%	(40.69%)	19.61%

The company came out with the IPO at a price of Rs. 10/- per share. The market price of the share as on 31st March, 2017 was Rs. 1.21/- on BSE Limited. The variation in price is 18.63%.

- (vii) **comparison of each of remuneration of the key managerial person against the performance of the Company:**

Since Company has not provided remuneration there is no comparison of each of remuneration of the KMP against the performance of the Company.

Registered Office:

212, New Cloth Market,
O/S. Raipur Gate,
Ahmedabad - 380 002
Dated: 11th August, 2017
Place : Ahmedabad

**For and on behalf of the Board of Directors of
OMKAR OVERSEAS LIMITED**

**RAMESH DEORA
CHAIRMAN
DIN: 01135440**

"ANNEXURE- B"

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

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

To,

The Members,

OMKAR OVERSEAS LIMITED212 New Cloth Market, O/S Raipur Gate,
Ahmedabad - 380002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Omkar Overseas 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 Company'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, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- (v) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further Report That,

The Company is yet to appoint the Company Secretary as specified under the provisions of Section 203 under the Companies Act, 2013.

The composition of the Nomination and Remuneration Committee of the Board is not in compliance of provisions of section 178 of the Companies Act, 2013 and rules made thereof as the Company is yet to appoint Non-Executive Directors in the company.

We further report that:

The Board of Directors of the Company is duly constituted subject to our observations made herein above. There were no changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

We further report that 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

We further report that during the year under report, the Company has not undertaken event/ action having a major bearing in the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

Place : Ahmedabad
Date : 11.08.2017

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924

To,
The Members,
OMKAR OVERSEAS LIMITED
212 New Cloth Market,
O/S Raipur Gate,
Ahmedabad - 380002

Our report of even date 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 processes 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 processes 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings 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 procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place : Ahmedabad
Date : 11.08.2017

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924

“ANNEXURE-C”
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2017

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

During the period under the review, the Company had been operating in Textile activities i.e. Trading of Finished Goods/Fabrics

The textile sector has always been an important part of people's life in India. The textile industry in India is one of the oldest manufacturing and trading sectors in the country and is currently it's largest. Growth in sector depends on consumer spending and there are multiple factors affecting consumer spending like actual and perceived economic condition, disposable income, employment and consumer credit availability. The government has been pushing for indigenous production through 'Make in India' campaign to bring down imports.

2. OPPORTUNITIES & THREATS:

The areas of operations of the Company are largely challenged by the players from the unorganized players having lesser stakes into the Business. Demonetization, Goods and Service Tax, Act in waiting and other law reforms has little bit hampered the growth and confidence into the market.

However, with the strong team in place of the Professionals, the Company is poised to meet all the challenges and the Board is confident to meet all the challenges to which the Company may be exposed.

3. SEGMENT-WISE PERFORMANCE:

The Company's main business activity is textile and its related activities which fall under single reportable segment i.e. 'Textiles'. The Company has majorly focused on quality and production.

4. OUTLOOK:

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

5. RISK & CONCERNS:

The Company is exposed to specific risks that are particular to its business, including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

6. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company's operating and business control procedures ensure efficient use of resources and comply with the procedures and regulatory requirements. There are adequate internal controls to safeguard the assets and protect them against losses from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors. The Directors have appointed M/s. R. R. Jain & Associates, Chartered Accountants as the Internal Auditors of the Company for the FY 17-18.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year, the Company has recorded a turnover of Rs.122.90 Lakhs as compared to Rs.152.67 Lakhs in the previous year. The Company has made net profit of Rs. 3.95 Lakhs as compared to Rs. 1.80 Lakhs of the previous year after providing depreciation, tax, etc. for the year ended 31st March, 2017.

8. HUMAN RESOURCE DEVELOPMENT:

The Company believes that the human resources are vital in giving the Company a Competitive edge in the current business environment. The Company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. As in the past, the Company has enjoyed cordial relations with the employees at all levels.

9. CAUTIONERY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

Registered Office:

212, New Cloth Market,
O/S. Raipur Gate,
Ahmedabad - 380 002

Dated: 11th August, 2017

**For and on behalf of the Board of Directors of
OMKAR OVERSEAS LIMITED**

**RAMESH DEORA
CHAIRMAN
DIN: 01135440**

"Annexure - D"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURNS ON THE FINANCIAL YEAR ENDED ON 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. **REGISTRATION AND OTHER DETAILS:**

i	CIN	L51909GJ1994PLC023680
ii	Registration Date	25/11/1994
iii	Name of the Company	OMKAR OVERSEAS LIMITED
iv	Category/Sub-category of the Company	Public Company Limited by Shares
v	Address of the Registered office and contact details	212 New Cloth Market o/s Raipur Gate, Ahmedabad-380002 E-mail : omkaroverseas212@gmail.com Contact No. : 079-22132078
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime (India) Private Limited 5 th Floor 506 to 508, Amarnath Business Center – 1 (ABC -1), Besides Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G Road, Navrangpura, Ahmedabad-380009

II. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SN	Name and Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Trading in textile	46411	100%

III. **PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NIL				
2.					
3.					
4.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoters									
(1) Indian									
a) Individual/HUF	358346	0	358346	7.17	358346	0	358346	7.17	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporates	0	0	0	0	0	0	0	0	0
e) Banks/IF	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	358346	0	358346	7.17	358346	0	358346	7.17	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/IF	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter(A)=(A(1)+(A(2))	358346	0	358346	7.17	358346	0	358346	7.17	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/IF	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates	430290	0	430290	8.61	256375	0	256375	5.13	-3.48
i) Indian									
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	2234763	78800	2313563	46.27	2239634	78700	2318334	46.37	0.10
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1009664	219100	1228764	24.58	1017132	219100	1236232	24.72	0.14
c) Others (specify)	669037	0	669037	13.38	830713	0	830713	16.61	3.23
Sub-total(B)(2):-	4343754	297900	4641654	92.83	4343854	297800	4641654	92.83	0
Total Public Shareholding (B)=(B(1)+(B(2))	4343754	297900	4641654	92.83	4343854	297800	4641654	92.83	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4702100	297900	5000000	100.00	4702200	297800	5000000	100.00	0

ii. SHARE HOLDING OF PROMOTERS

S N	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1.	Pooja Agarwal	189829	3.80	0	189829	3.80	0	0
2.	Champalal Agarwal	168517	3.37	0	168517	3.37	0	0
	Total	358346	7.17	0	358346	7.17	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Name of the Promoter/ Promoter Group	Shareholding at the beginning of the year (01.04.2016)		Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (31.03.2017)	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Pooja Agarwal	189829	3.80	There is no change in Share holding during the year	-	189829	3.80
2	Champalal Agarwal	168517	3.37	There is no change in shareholding during the year		168517	3.37
	TOTAL	358346	7.17			358346	7.17

(iv) Shareholding Pattern of top ten Shareholders

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Premchand Madanchand	291003	5.8205	0	0	291003	5.82
2.	Dadima Capital (P) Ltd	109162	2.1834	0	0	109162	2.1834
3	Dharmesh Maldevbhai Godhania	100000	2.0002	0	0	100000	2.0002
4	Jainam Share Consultants Pvt. Ltd	96134	1.9227	96814	1.9363	96814	1.9363
5	S J Infratech Private Limited	95335	1.9069	0	0	95335	1.9069
6	Jyotika Sanjay Kumar	94100	1.8822	0	0	94100	1.8822
7	Rakesh Jayantilal Shah	86099	1.7221	0	0	86099	1.7221
8	Hemang Omprakash Mehta	71000	1.4201	0	0	71000	1.4201
9	M Rama Prasad Reddy	68454	1.3692	0	0	68454	1.3692
10	Kirti kantilal Mehta	59228	1.1847	0	0	59228	1.1847
	Total	1070515	21.4115			1071195	21.4239

The shares of the company are traded frequently in dematerialised form and hence the date wise increase/ decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	NIRANJAN DWARKAPRASAD AGARWAL	5000	0.10	5000	0.10

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of Managing Director / Whole-Time Director / Manager	Total Amount
1	Gross salary		
	a Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	NIL	NIL
	b Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	c Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	NIL	NIL
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission-Others, please specify	NIL	0
	Total(1)		0
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	0
	Total(2)		0
	Total(B)=(1+2)		0
	Total Managerial Remuneration Overall Ceiling as per the Act		0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	as % of profit others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	0	0

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made if any (give details)
A. COMPANY Penalty Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
M/S. OMKAR OVERSEAS LIMITED.
Ahmedabad.

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of 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 responsible 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("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 "A"** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014;
- (e) on the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With reference to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure-B**. 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 for which provision would have been required and which would have impact on its financial position.
 - (ii) the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (iv) The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period from 8 November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 34 to the standalone financial statements.

As per our Report of Even Date
For and on Behalf of
For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W

[CA. I.C. NAHTA]
Partner
M No : 070023

Place : Ahmedabad
Date : 29/05/2017

ANNEXURE- "A" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE OF OMKAR OVERSEAS LIMITED.

Referred to in paragraph-1 on "Report on Other Legal and Regulatory Requirements" of the Independent Auditor's Report of even date to the members of OMKAR OVERSEAS LIMITED on the financial statements for the year ended 31 March 2017;

1. In respect of Fixed Assets:
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - (c) According to information and explanations given to us and on the basis of our examination of records of the company, the title deeds of immovable properties, if any, as disclosed in the fixed assets to the financial statements, are held in the name of Company.
2. In respect of Inventory:
 - (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
 - (b) According to the information and explanation given to us, no material discrepancies were noticed on physical verification of inventory as compared to the book records.
3. In our opinion, and according to the information and explanations given to us we report that the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability Partnerships or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
4. In our Opinion, and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loans to any party covered under the Section 185 of the Act. The Company has not given guarantees or provided security requiring compliance under section 185 or 186 of the Act, hence clause 4 of the order is not applicable to the Company.
5. In our opinion, the Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
6. As per the information & explanation given by the management, maintenance of cost records has not been prescribed by the central government under section 148(1) of the Act, for the year under review.
7. In respect of Statutory Dues:
 - (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities applicable to it. According to the information and explanations given to us, there are no undisputed dues, payable in respect of above as at 31st March, 2017 for a period of more than six months from the date on which they became payable.
 - (b) According to the information and explanations given to us, there are no material dues of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, Service Tax, Value Added Tax, Cess and any other statutory dues which have not been deposited with the appropriate authorities on account of any dispute..
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks. As there are no debentures, the question of repayment does not arise.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or by way of Term Loans.
10. According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order and the Nidhi Rules, 2014 are not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards (AS) 18, on Related Party Disclosures, as specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. The Company has not made any preferential allotment or Private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**As per our Report of Even Date
For and on Behalf of
For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W**

**[CA. I.C. NAHTA]
Partner
M. No : 070023**

**Place : Ahmedabad
Date : 29/05/2017**

Annexure “B” to the Independent Auditors’ Report

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

We have audited the internal financial controls over financial reporting of M/S.OMKAR OVERSEAS LIMITED (“the Company”), as of 31ST March, 2017, in conjunction with our audit of the standalone financial statements of the Company for the year ended 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 controls 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 responsibility 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 the 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.

Auditor’s 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 of Accounting, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls, 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 were 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 authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

**As per our Report of Even Date
For and on Behalf of
For, Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801W**

**[CA. I.C. NAHTA]
Partner
M. No : 070023**

**Place : Ahmedabad
Date : 29/05/2017**

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	Note No.	As at 31st March, 2017 Rs.	As at 31st March, 2016 Rs.
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	2	49,235,750	49,235,750
(b) Reserves and surplus	3	13,229	(382,359)
(c) Money received against share warrants		-	-
		<u>49,248,979</u>	<u>48,853,391</u>
Share application money pending allotment			
Non-current liabilities			
(a) Long-term borrowings	4	-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities	5	-	-
(d) Long-term provisions		-	-
Current liabilities			
(a) Short-term borrowings	6	-	-
(b) Trade payables		2,236,950	2,208,138
(c) Other current liabilities	7	3,600	24,350
(d) Short-term provisions	8	100,000	50,000
		<u>2,340,550</u>	<u>2,282,488</u>
TOTAL		<u>51,589,529</u>	<u>51,135,879</u>
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	2,025,050	2,025,050
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
		<u>2,025,050</u>	<u>2,025,050</u>
(b) Non-current investments	10	-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	11	-	-
(e) Other non-current assets		-	-
		<u>2,025,050</u>	<u>2,025,050</u>
Current assets			
(a) Current investments		-	-
(b) Inventories	12	-	3,723,121
(c) Trade receivables	13	11,647,789	7,487,511
(d) Cash and cash equivalents	14	66,690	50,197
(e) Short-term loans and advances	15	37,850,000	37,850,000
(f) Other current assets	16	-	-
		<u>49,564,479</u>	<u>49,110,829</u>
TOTAL		<u>51,589,529</u>	<u>51,135,879</u>
Significant Accounting Policies	1		

The accompanying Notes 1 to 35 are an integral part of the financial statements.

As per our report of even date
For NAHTA JAIN & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 106801W)
(CA. I.C. NAHTA)
Partner
M. No. 070023

For and on behalf of the Board of
Directors of OMKAR OVERSEAS LIMITED

Ramesh Deora
Director & CEO
DIN-01135440

Niranjan Agarwal
Director & CFO
DIN-00413530

Place : Ahmedabad
Date : 29/05/2017

Place : Ahmedabad
Date : 29/05/2017

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

PARTICULARS	Note No.	For the year ended 31st March, 2017 Rs.	For the year ended 31st March, 2016 Rs.
REVENUE FROM OPERATIONS			
Revenue from operations (gross)	17	12290738	15267470
Less: Excise duty		0	0
Revenue from operations (net)		12290738	15267470
Other income	18	1330	0
Total revenue		12292068	15267470
Expenses			
(a) Cost of materials consumed	19	0	0
(b) Purchases of stock-in-trade		7355093	13694625
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	3723121	572363
(d) Employee benefits expense	21	144000	144000
(e) Finance costs	22	1376	992
(f) Depreciation and amortisation expense	9	0	0
(g) Other expenses	23	572890	627506
Total expenses		11796480	15039486
Profit / (Loss) before exceptional and extraordinary items and tax		495588	227984
Exceptional items		0	0
Extraordinary items		0	0
Profit / (Loss) before tax		495588	227984
Tax expense:			
(a) Current tax expense		100000	50000
(b) Deferred tax		0	0
(c) Reversal of excess Prov. Of I. Tax		0	2180
Profit / (Loss) for the year		395588	180164
Earnings per equity share of face value of Rs. 10/- each :			
Basic and diluted (in Rs.)		0.08	0.04

Significant Accounting Policies 1

The accompanying Notes 1 to 35 are an integral part of the financial statements.

As per our report of even date
For NAHTA JAIN & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 106801W)
(CA. I.C. NAHTA)
Partner
M. No. 070023

Place : Ahmedabad
Date : 29/05/2017

For and on behalf of the Board of
Directors of OMKAR OVERSEAS LIMITED

Ramesh Deora
Director & CEO
DIN-01135440

Niranjan Agarwal
Director & CFO
DIN-00413530

Place : Ahmedabad
Date : 29/05/2017

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

PARTICULARS	YEAR ENDED ON MARCH 31, 2017	YEAR ENDED ON MARCH 31, 2016
A. Cash Flow From Operating Activities		
Profit Before Tax	495588	227984
Adjustments For :		
Depreciation	0	0
Deferred Revenue Exp. W/off	0	0
Income From Long Term Investment	0	0
Profit On Sale of Assets	0	0
Provision for Doubtful Claims added back	0	0
Prior Period Items	0	2180
Interest on Borrowings	0	0
Interest Income	0	0
Loss on sale of Assets	0	0
Loss on sale of Investments	0	0
Operating Profit before working Cap.Changes	<u>495588</u>	<u>230164</u>
Adjustments For :		
(Increase)/Decrease in inventories	3723121	572363
(Increase)/Decrease in Trade/Other Rec'bles	-4160278	-1019751
Increase/(Decrease) in Current Liab./Prov.	<u>58062</u>	<u>54573</u>
Cash Generated from Operations	116493	-162651
Income Tax Paid	<u>100000</u>	<u>50000</u>
Net Cash generated from operating activities-A	<u>16493</u>	<u>-212651</u>
B. Cash Flow from Investing Activities		
Purchase of Investments	0	0
Purchase of Fixed Assets(Adjusted)	0	0
Sale of Assets	0	0
Sale of Invesments(Net)	0	0
Interest Received	0	0
Dividend /Income from Invesments Recd.	0	0
Net Cash Used in Investing Activities-B	<u>0</u>	<u>0</u>
C. Net Cash Flow from Financing Activities		
Proceeds from Calls in arrears/		
Issue of Shares including Premium	0	0
Proceeds from Borrowings	0	0
Repayments of Borrowings	0	0
Interest Paid	0	0
Dividend Paid	0	0
Corporate Dividend Tax paid	0	0
Net Cash Generated/(Used) from Financing Activities - C	<u>0</u>	<u>0</u>
Net Increase/(Decrease)in Cash & Cash Equivalents (A+B+C)	16493	-212651
Cash and Cash Equivalents as at the Beginning of Financial Year	50197	262848
Cash and Cash Equivalents as at the End of the Financial Year	66690	50197

NOTES TO CASH FLOW STATEMENT

- The Cash Flow Statement has been prepared in accordance with the requirements of Accounting standard 'AS-3 Cash Flow Statements'.
- Previous year's figures have been regrouped/ restated wherever necessary.

As per our report of even date
For NAHTA JAIN & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 106801W)
(CA. I.C. NAHTA)
Partner
M. No. 070023

For and on behalf of the Board of
Directors of OMKAR OVERSEAS LIMITED

Ramesh Deora
Director & CEO
DIN-01135440

Niranjan Agarwal
Director & CFO
DIN-00413530

Place : Ahmedabad
Date : 29/05/2017

Place : Ahmedabad
Date : 29/05/2017

NOTE – 1 : SIGNIFICANT ACCOUNTING POLICIES**Basis of Accounting**

These financial statements have been prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and the provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs revised Schedule VI to the Act for financial years commencing on or after 1st April, 2011. The Balance Sheet, Statement of profit and Loss and the comparative financial information for the previous year have accordingly been prepared and presented with disclosures as required under the Revised Schedule VI.

Accounting Convention

The financial statements are prepared under the historical cost convention on the “Accrual Concept” of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 2013.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing costs directly attributable to the acquisition / construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charges on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same has been allocated to the respective fixed assets on completion of construction / erection of the capital project / fixed assets.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Depreciation

All fixed assets, except capital work in progress, are depreciated on a **STRAIGHT LINE METHOD as per the manner** prescribed in Schedule II of the Companies' Act, 2013.

Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the month of such addition / deletion as the case may be. However, the company did not hold any depreciable assets during the year.

Investments

Long term investments are stated at cost. Current investments are stated at lower of cost and market price. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of raw materials, stores & spares parts are ascertained on FIFO basis. Cost for finished goods and process stock is ascertained on full absorption cost basis. Cost of inventories comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location & condition.

Revenue Recognition

Sales are recognized when goods are supplied. Sales are net of trade discounts, rebates and vat. It does not include interdivisional sales.

Revenue in respect of other item is recognized when no significant uncertainty as to its determination or realization exists.

Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services.

Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

Provision, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Accounting Standard-29 "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to the accounts. Disclosure is not made if the possibility of an outflow of future economic benefits is remote.

Provision is made if it is probable that an outflow of future economic benefits will be required to settle the obligation.

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent assets are neither recognized nor disclosed in the financial statements.

Earning Per Share

The Company reports basic and diluted earnings per share (EPS) in accordance with Accounting Standard 20 "Earnings per Share". Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

Cash Flow Statement

The cash flow statement is prepared using the "indirect method" set out in Accounting Standard-3 "Cash Flow Statements" and presents the cash flows by operating, investing and financing activities of the Company.

Cash and cash equivalents presented in the cash flow statement consist of cash on hand and unencumbered, highly liquid bank balances.

Micro & Small Enterprises Dues

The Company has not received information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act has not been given.

PROVISIONS/PAYMENTS MADE TO DIRECTORS

Payments & Provisions for employees include Directors Remuneration Rs. NIL (P.Y.- Rs. NIL).

PROVISION FOR CONTINGENT LIABILITIES

Contingent liabilities (not provided for) is Nil.

CURRENT INCOME TAX

Tax provision has been made as per tax on the profits available to the company under Income tax Act, 1961.

DEFERRED INCOME TAX

Considering the volume of huge accumulated losses, the management is of the opinion that it is not necessary to recognise "Deferred Tax Assets" as there is no reasonable certainty of recoupment past carry forward losses. Hence no provision for "Deferred Tax Assets" as per the Accounting Standard-22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, is being made in the accounts.

In the opinion of the directors, current assets, loan and advances, other than doubtful have the value at which they are stated in the balance-sheet if realized in the ordinary course of business. The provision for all known liabilities is adequate & not in excess of the amount reasonably necessary.

EARNING PER SHARES (BASIC & DILUTED)

In compliance of the Accounting Standard – 20 on "Earning Per Share" issued by the Institute of Chartered Accountants of India, the elements considered for calculation of Earning Per Share (Basic and Diluted) are as under :

Sr.No.	Particulars	31.03.2017	31.03.2016
1	Profit After Tax (Rs.)	395588	180164
2	Weighted Avg. No. of Equity Shares	4923575	4923575
3	Earning Per Share(Basic and Diluted)(Rs.)	0.08	0.04
4	Face Value Per Share (Rs.)	10	10

RELATED PARTY DISCLOSURES

In compliance of Accounting Standard – 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, the required information is given below :

[1] Relationship :**[A] Key Management Personnel :-**

Shri Ramesh G. Deora Director

[B] RELATIVES :- NIL**[C] Associate Body Corporate :- NIL****[D] Associate Concerns :- - NIL****[E] Subsidiaries or Investing Companies :- NIL****[2] Transactions with Related Parties :- (In Rs.)**

Nature of Transaction	Associate Body Corporate	Associate Concerns	Directors	Relatives
Remuneration	Nil (—)	Nil (—)	Nil (—)	— (—)
Sales	NIL (—)	Nil (—)	Nil (—)	Nil (—)
Purchases	Nil (—)	Nil (—)	Nil (—)	Nil (—)
Job Charges Paid	NIL (—)	Nil (—)	Nil (—)	Nil (—)
Interest/Rent/Other Charges Paid	Nil (—)	Nil (—)	Nil (—)	Nil (—)
Sale of Investments	NIL (—)	NIL (—)	Nil (—)	Nil (—)
Deposits Given	NIL (—)	NIL (—)	Nil (—)	Nil (—)
Deposits Received	NIL (—)	NIL (—)	Nil (—)	Nil (—)
Net Balance(as on 31.3.2017)	NIL			NIL

DISCONTINUED OPERATIONS

No Disclosure is required under the Accounting Standard – 24 on "Discontinuing Operations" as the company has not discontinued any line of its activity/product line during the year.

IMPAIRMENT OF ASSETS

During the year, the company has undertaken a review of all fixed assets in line with the requirements of AS – 28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India. Based on such review, no provision for impairment is required to be recognized for the year.

NOTES TO THE FINANCIAL STATEMENTS

	31 March 2017	31 March 2016
Note : 2 - Share Capital		
Authorised Share Capital 60,00,000 Equity Shares of ' 10/- each	60000000	60000000
Issued, Subscribed and fully paid up shares 5000000 (P.Y. 5000000) Equity Shares of ' 10/- each (Of the above share 28,00,000(P.Y.28,00,000) equity shares allotted as fully paid up, pursuant to an agreement without payment being received in cash)	50000000	50000000
Less:- Calls Unpaid	764250	764250
Total Issued, Subscribed and fully paid up shares	<u>49235750</u>	<u>49235750</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31 March 2017		31 March 2016	
	No.	'	No.	'
At the beginning of the period	5000000	50000000	5000000	50000000
Issued during the period	0	0	0	0
Outstanding at the end of the period	<u>5000000</u>	<u>50000000</u>	<u>5000000</u>	<u>50000000</u>

b. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of ' 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declare and pays dividend in indian rupee.

c. Details of share holders holding more than 5% shares in the company.

Name of the Shareholders	31 March 2017		31 March 2016	
	No.	% of holding	No.	% of holding
Premchand Madanchand HUF	291003	5.82	291003	5.82
Total	<u>291003</u>	<u>5.82</u>	<u>291003</u>	<u>5.82</u>

As per records of the company, including its register of share holders/members and other declaration received from the share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

31 March 2017 31 March 2016

Note : 3 - Reserves & Surplus

Securities Premium Account

Balance as per last financial statement	56943000	56943000
Add: Premium on shares issued during the year	0	0

Closing Balance

56943000 56943000

Profit & Loss A/c

Balance as per last financial statement	-57325359	-57505523
Profit for the year	395588	180164

Closing Balance

-56929771 -57325359

Total Reserves & Surplus

13229 -382359

Note : 4 - Long-term Borrowing

Secured

Term Loan	0	0
FCNR or other loan	0	0
	<u>0</u>	<u>0</u>
Less: Current Maturity of Term Loan and FCNR Loan	0	0
	<u>0</u>	<u>0</u>
Buyers credit arrangement (Term Loan to be availed)	0	0
Term Loan for vehicles from vehicle finance companies	0	0
	<u>0</u>	<u>0</u>

1 NIL

2 NIL

31 March 2017 31 March 2016

Note : 5 - Other Long-term Borrowing
Loan From Others

0	0
0	0

Note : 6 - Short-term Borrowing**SECURED****a. Working Capital Loan**

0 0

b. FCNR Loan from State Bank of India

0 0

UNSECURED

Inter Corporate Deposits

0	0
0	0

Note : 7 - Other Current Liabilities

Current Maturities of Long term Borrowing

0 0

Statutory Dues

3600 24350

Payables for Purchase of Fixed Assets

0 0

Payables for expenses

0 0

3600	24350
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Note : 8 - Short Term Provisions

Provision for Income Tax

100000 50000

100000 50000

NOTES "9" OF FIXED ASSETS

Sr. No.	Name of the Assets	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		Ason 2025050	Addition 01.04.16	Deduction	Total 2025050	Ason as on 31.03.17	For 01.04.16	Adjusted the Year	Total as on 31.03.17	Ason 31/03/17	Ason 31/03/16
1	Land	2025050	0	0	2025050	0	0	0	0	2025050	2025050
	Total (A)	2025050	0	0	2025050	0	0	0	0	2025050	2025050
	Work-in-Progress	0	0	0	0	0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0	0	0	0
	Total (A+B)	2025050	0	0	2025050	0	0	0	0	2025050	2025050
	Total										
	Previous Year:-	2025050	0	0	2025050	0	0	0	0	2025050	

31 March 2017 31 March 2016

Note : 10 - Non Current Investment**Non Trade Investment****Investment in Equity Shares**

0 0

Unquoted Investments

0 0

0 0

Aggregate value of Quoted Investment

Nil Nil

Aggregate Value of Unquoted Investment

0 0

Note : 11 - Long term Loans & Advances

Deposits

0 0

Balance with Statutory / Govt. Authority

0 0

Fixed Deposits with Banks, etc.

0 0

Interest Accrued on Fix Deposit

0 0

N.S.C.

0 0

0	0
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Note : 12 - Inventories

Raw Material

0 0

Work in Progress

0 0

Finished/Traded Goods

0 3723121

0	3723121
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31 March 2017 31 March 2016

Note : 13 - Trader Receivables

a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment	0	0
Secured Considered good	0	0
Unsecured considered good	0	0
Doubtful	0	0
Less: Provision for Doubtful trade receivable	0	0
Total - a	0	0
b. Other Trade Receivables	11647789	7487511
Secured Considered good	0	0
Unsecured considered good	11647789	7487511
Doubtful	0	0
Less: Provision for Doubtful trade receivable	0	0
Total - b	11647789	7487511
Total-a + b	11647789	7487511

Note : 14 - Cash and Bank Balance

Balance with Banks	56835	5895
Cash on Hand	9855	44302
	66690	50197

Note : 15 - Other Short Term Loans & Advances

Deposits	0	0
Subsidy Receivable	0	0
Balance with Statutory / Govt. Authority (TDS)	0	0
Other Loans & Advances (Unsecured but considered Good)	37850000	37850000
Pre paid Expenses	0	0
	37850000	37850000

Note : 16 - Other Current Assets

Goods in Transit	0	0
Preliminary Exps. A/c	0	0
	0	0

Note : 17 - Revenue From Operations**Revenue from operations****Sales of Products**

Finished/Traded Goods (Net of Returns, Rebate & Discount)	12290738	15267470
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Sale of Services

Job Work	0	0
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Other Operating Revenue

Scrap sales	0	0
Misc. Sales Cloth & Chindi	0	0
Revenue from Operations (Gross)	12290738	15267470
Less: Excise Duty	0	0
Revenue from Operations (Net)	12290738	15267470

Details of Product sold**Details of Manufactured Goods**

Grey Fabrics	0	0
Finished/Traded Fabrics	12290738	15267470
Export Sales	0	0
	12290738	15267470

31 March 2017 31 March 2016

Note : 18 - Other Income

Interest income on		
Bank Deposit	0	0
Others (Net of Interest Exps.)	0	0
Prior Period Items	0	0
Discount Income	1330	0
	<u>1330</u>	<u>0</u>

Note : 19 - Cost of raw material and components consumed

Inventory at the beginning of the year	0	0
Add.: Purchase	0	0
	<u>0</u>	<u>0</u>
Less: inventory at the end of the year	0	0
Cost of raw material and components consumed	0	0

Details of Raw Materials Consumed

Grey Cloth	0	0
	<u>0</u>	<u>0</u>

Note : 20 - (Increase) / decrease in inventories**Inventories at the end of the year**

Finished/Traded Goods	0	3723121
Work-in-Progress	0	0
	<u>0</u>	<u>3723121</u>

Inventories at the beginning of the year

Finished/Traded Goods	3723121	4295484
Work-in-Progress	0	0
	<u>3723121</u>	<u>4295484</u>

Net (Increase)/decrease

3723121 572363

Note : 21 - Employee Benefit Expenses

Salary, Wages & Bonus	144000	144000
	<u>144000</u>	<u>144000</u>

Note : 22 - Finance Costs

Bank Charges	1376	992
	<u>1376</u>	<u>992</u>

Note : 23 - Other Expenses**Manufacturing Expenses**

	0	0
	<u>0</u>	<u>0</u>

Administrative Expenses

Audit Fee	86250	86250
Postage & Courier Exps.	15000	26697
Filing Fees Exp.	4266	38406
Consultancy Fees	143814	144907
Travelling Exp.	0	9883
Listing Expenses	229000	224720
Membership & Subscription Fees	6217	1230
Legal & Professional Exps	40293	33773
Printing & Stationery	19500	19500
Advertisement Expenses	27100	41040
Electric Expenses	0	0
GENERAL EXPENSES	1450	1100
	<u>572890</u>	<u>627506</u>

24 The Revised Schedule -II has become effective from 1st April, 2013 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements.

25 Figures have been rounded off to nearest rupee.

26 Balance of Sundry Debtors, Creditors, Loans and advances, unsecured loans are subject to confirmation.

27 C.I.F. value of imports NIL NIL

28 Earning /expenditure in foreign currency NIL NIL

29 Contingent liabilities & Commitments NIL NIL

30 Quantitative Information :-	31 March 2017		31 March 2016	
	Qty (Mtr/Kgs.)	Amount (‘)	Qty (Mtr/Kgs.)	Amount (‘)
A. Material Purchased				
Grey/Printed Cloth (in Mtrs.)	145401	7355093	212785	13694625
B. Opening Stock :				
Grey/Printed Cloth (Traded)	29113	3723121	34212	4295484
C. Closing Stock :				
Grey/Printed Cloth (Traded)	0	0	29113	3723121
D. Sales				
Grey/Printed Cloth (Traded)	174514	12290738	212785	15267470

31 Break up of expenditure incurred on employees who were in receipt of remuneration aggregating ‘ 6000000/- or more for year or ‘ 500000/- or more per month, where employed for a part of the year ‘ Nil (Previous Year ‘ Nil).

32 **The Profit and Loss Account includes:** 31 March 2017 31 March 2016

Auditors Remuneration 86250 86250

33 DEFERRED TAX

Major components of deferred tax are:

Deferred Tax Liability 0 0

Depreciation

Deferred Tax Assets

Disallowance under the Income Tax Act, 1961

Deferred Tax Liability (Net) 0 0

34 **As per Schedule-III of Companies Act, 2013 notification No. G.S.R.308(E), Details of Specified Bank Notes (SBNs) held and transacted during the period from 08/11/2016 to 31/12/2016.**

(Amount in Rs.)

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in Hand as on 08/11/2016	0.00	3899.75	3899.75
(+) Permitted Receipts	0.00	0.00	0.00
(-) Permitted Payments	0.00	44.00	44.00
(-) Amount Deposited in Banks	0.00	0.00	0.00
Closing Cash in Hand as on 30/12/2016	0.00	3855.75	3855.75

35 Micro & Small Enterprises Dues

As per information given to us there were no amount overdue and remaining outstanding to small scale and/or ancillary Industrial suppliers on account of principal and /or interest as at the close of the year. Based on the information available with company, there are no dues outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 for more than 45 days as at March 31, 2017.

36 The Revised Schedule -II has become effective from 1st April, 2013 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements.

As per our report of even date
For NAHTA JAIN & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 106801W)
(CA. I.C. NAHTA)
Partner
M. No. 070023
Place : Ahmedabad
Date : 29/05/2017

For and on behalf of the Board of
Directors of OMKAR OVERSEAS LIMITED
Ramesh Deora
Director & CEO
DIN-01135440

Niranjan Agarwal
Director & CFO
DIN-00413530

Place : Ahmedabad
Date : 29/05/2017

OMKAR OVERSEAS LIMITED

Registered Office- 212, New Cloth Market, O/S. Raipur Gate, Raipur, Ahmedabad – 380 002

Phone No.: 91-79-22132078

E - mail: omkaroverseas212@gmail.com Website: www.omkaroverseasltd.com

CIN: L51909GJ1994PLC023680

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 : _____

DP ID : _____

I/We, being the member(s) of OMKAR OVERSEAS LIMITED, holding shares of the above named company, hereby appoint:

1. Name : _____ Address _____

E-mail ID: _____ Signature _____ or failing him/her

2. Name : _____ Address _____

E-mail ID: _____ Signature _____ or failing him/her

3. Name : _____ Address _____

E-mail ID: _____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 21st Annual General Meeting to be held on Thursday, the 28th day of September 2017 at 04:00 P.M. at the 212, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002 of the Company at and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Balance sheet as on 31st March, 2017 and Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To reappoint Mr. Ramesh Deora (DIN: 01135440), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To make appointment of M/s. Abhishek Kumar & Associates., Chartered Accountants as Statutory Auditors of the Company.

Signed this _____ day of _____ of 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting

ROUTE MAP FOR THE ANNUAL GENERAL MEETING



OMKAR OVERSEAS LIMITED

Registered Office- 212, New Cloth Market, O/S. Raipur Gate, Raipur, Ahmedabad – 380 002

Phone No.: 91-79-22132078

E - mail: omkaroverseas212@gmail.com Website: www.omkaroverseasltd.com

CIN: L51909GJ1994PLC023680

ATTENDANCE SLIP

Regd. Folio No.	** DP ID
	** Client ID

21st Annual General Meeting - 28-09-2017

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company held on Thursday, the 28th September, 2017 at 04:00 P.M. at the 212, New Cloth Market, O/S. Raipur Gate, Ahmedabad – 380 002.

*Member's/ Proxy's Name in Block Letter

*Member's/ Proxy Signature

Notes:

1. Member/ Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.

* Strike out whichever is not applicable.

** Applicable only in case of investors holding shares in Electronic Form.

Registered Post

To,

If undelivered, please return to :

OMKAR OVERSEAS LIMITED

CIN: L51909GJ1994PLC023680

**Registered Office- 212, New Cloth Market,
O/S. Raipur Gate, Raipur, Ahmedabad – 380 002**

Phone No.: 91-79-22132078

E - mail: omkaroverseas212@gmail.com

Website: www.omkaroverseasltd.com