

**OMKAR OVERSEAS
LIMITED.
AHMEDABAD.**

**ANNUAL REPORT
FOR F.Y. 2007-2008**

CERTIFIED TRUE COPY

For, Omkar Overseas Limited



Autho. Sign. / Director

OMKAR OVERSEAS LIMITED

BOARD OF DIRECTORS	Shri Champalal Agarwal	Chairman – Managing Director
	Shri Shankarlal Agarwal	Director
	Shri Subhashchand Agarwal	Director
	Shri Omkarmal Agarwal	Director up to 08.05.2008
	Shri Niranjana Agarwal	Director
	Shri Shivbhagwan Bohra	Director
	Shri Harikrishna Agarwal	Director

AUDITORS M/S. Nahta Jain & Associates
Chartered Accountants
Ahmedabad.

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

**REGISTRAR & SHARE
TRANSFER AGENT** Intime Spectrum Registry Ltd.
211, Sudarshan Complex,
Near Mithakhali Under Bridge,
Navarangpura,
Ahmedabad-380009

OMKAR OVERSEAS LIMITED

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

NOTICE

NOTICE is hereby given that the **12TH ANNUAL GENERAL MEETING** of the members of **OMKAR OVERSEAS LIMITED**, will be held on Tuesday, 30th September, 2008 at 11.00 A.M. at 212, New Cloth Market, O/S. Raipur Gate, to transact the following business :

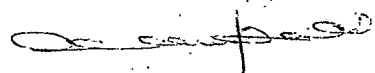
ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the period ended as on 31st March, 2008, Balance Sheet as on that date and the Report of the Directors' and Auditors thereon.
2. To appoint a Director in place of Shri Niranjnabhai Agarwal who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Harikrishna Agarwal who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and fix their remuneration.

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

Dated : 27th June, 2008

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



**Champal Agrawal
Chairman & Managing Director**

NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER
- b) THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2008 to 30th September, 2008 (both days inclusive).
- d) Members holding shares of the Company under more than one Ledger Folio are requested to send to the Registrar & Share Transfer Agents of the Company, details of all such folios together with the Share Certificates for consolidating the folios into one. The Share Certificates will be returned to the shareholders after making the requisite endorsement thereon.
- e) All correspondence relating to Change of Address & Shares of the Company may please be addressed to the Company's Registrar and Share Transfer Agents M/s. Intime Spectrum Registry Ltd at 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Ahmedabad-380009.
- f) Members are requested to bring their copy of the Annual Report to the Meeting, as copies of the Report will not be distributed at the Meeting.
- g) Members seeking further information about the Accounts and/or Operations of the Company, are requested to send their queries to the Company at its Registered Office at east TEN days before the date of the Meeting.

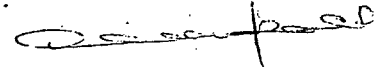
ANNEXURE FORMING PART OF AGM NOTICE

**DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE RE - APPOINTED/
APPOINTED PURSUANT TO PROVISIONS OF CLAUSE 49 OF THE LISTING
AGREEMENT ARE GIVEN BELOW :**

Name of director	Niranjanbhai Agarwal	Harikrishna Agarwal
Date of Birth	04.05.1963	12.09.1952
Date of initial appointment	03.07.2006	03.07.2006
Qualification	Commerce Graduate	B.Com.
Expertise in specific functional area	Banking, Accounts, Management	Industrial Activities (Regarding Textile), Accounts
No. of shares held in the company	Nil	Nil
List of other companies in which holds Directorship as on 31.03.2008	Nil	Nil
Chairmanship/ membership of committee of Director of the company	Chairman – Audit Committee Chairman – Investors' Grievances Committee	Member - Audit Committee
Chairmanship/ membership of committee of Director of other company	Nil	Nil

Registered Office :
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**By Order of the Board
For OMKAR OVERSEAS LIMITED**



**Champalal Agrawal
Chairman & Managing Director**

Dated : 27th June, 2008

OMKAR OVERSEAS LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting herewith their 12th Annual Report together with Audited Financial Accounts for the year ended 31st March, 2008:

FINANCIAL RESULTS

(Rs. In Lacs)

	2007-08	2006-07
Sales & other income	2276.49	2007.07
Profit before making provisions for Interest, Depreciation and Taxation	48.23	32.48
Less :		
1. Interest	0.00	0.00
2. Depreciation	1.55	1.55
3. Provision for Taxation	5.23	2.25
4. Fringe Benefit Tax	0.02	0.02
5. Income Tax of earlier Year	0.00	0.00
6. Profit for the year	41.43	28.66
Add : Balance brought forward	(581.33)	(611.55)
Balance Carried to Balance Sheet	(539.60)	(581.33)

DIVIDEND

In view of lesser profits available for appropriation and to conserve the resources your Directors do not recommend any dividend.

PRESENT OPERATIONS & FUTURE PROSPECTS

During the year under review sales & other income of company was Rs.2276.49 Lacs compared to the previous year's of Rs.2007.07 Lacs. The Company has earned net profit of Rs.41.43 Lacs as compared to profit of Rs.28.66 in previous year. During the year under review, the working of the company was satisfactory in view of the increase in the incomes by 13.42% and net profit (before tax) by 48.52% as compared to the earlier previous year.

Your directors are hopeful to achieve better results in future.

LISTING

The Shares of the Company are listed at Ahmedabad Stock Exchange Limited, the Regional Stock Exchange and the Bombay Stock Exchange Limited. Listing fees have been duly paid to the each Stock Exchange.

INSURANCE

All properties and insurable interests of the Company including Building, Plant and Machineries, Stocks, Spares etc. wherever necessary and to the extent required, have been adequately insured.

DIRECTORS

Shri Niranjana Agarwal Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Your Directors recommend his reappointment.

Shri Harikrishna Agarwal Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Your Directors recommend his reappointment.

Shri Omkarmal Gopiram Agarwal, Director of the Company had resigned from the office of the director w.e.f. 8th May, 2008. The Board express their sincere gratitude towards the services rendered by him during the tenure of his service.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of Companies Act, 1956, it is hereby confirm:

- a) that in the preparation of the annual accounts financial year ended 31st March, 2008, the applicable accounting standards have been followed and there is no material departures from the same;
- b) that 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 true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the Directors have prepared the annual accounts for the financial year ended 31st March, 2008 on 'a going concern' basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The Company has not carried any activities relating to the conservation of energy. The Company has not acquired any technologies during the year under review.

FOREIGN EXCHANGE EARNINGS / OUTGO

The Company has not earned the Foreign Exchange earning during the financial year. There is no foreign exchange expenses during the year.

PARTICULARS OF EMPLOYEES

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company, since none of the employees of the Company was in receipt of total remuneration of Rs.2,00,000/- p.m. during the financial year under review.

AUDIT COMMITTEE

The Company has constituted an Audit Committee pursuant to the provision of the Section 292A of the Companies Act, 1956, and as required under Clause 49 of Listing Agreement, details of which is given separately in the Report of Corporate Governance.

CORPORATE GOVERNANCE

A separate report on the Corporate Governance as prescribed by the Listing Agreement of the relevant Stock Exchange forms part of the Annual Report 2007-08 along with Auditor's statement on its compliance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This has been dealt with in the separate annexure to this report.

AUDITORS AND THEIR REPORT

You are requested to appoint Auditors for the Current Year to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

The Company has received Certificate U/s. 224(1B) of the Companies Act, 1956 from M/S Nahta Jain & Associates, the Auditors of the Company signifying that the reappointment if made, at the ensuing Annual General Meeting, will be within the limits specified. The report of the Auditor is self explanatory and have been suitably dealt with in the notes to accounts.

PERSONNEL

Relations continued to be cordial and harmonious during the year under review with the staff and officers of the Company. Directors wish to place on record their appreciation for the co-operation received from the staff and officers at all levels.

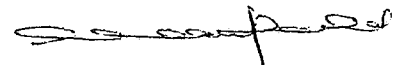
ACKNOWLEDGMENT

Your Directors place on record their sincere thanks for the continuous support of the Financial Institutions, Banks, Central and State Governments, valued Customers and devoted staff for their continuous contribution to the growth of Company.

The Directors also express their gratitude to the shareholders for the confidence reposed in the management.

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

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



**Champalal Agarwal
Chairman & Managing Director**

Dated : 27th June, 2008

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Clause 49 of Listing Agreement, a Management Discussion & Analysis report is given below:-

INDUSTRY STRUCTURE AND DEVELOPMENTS

The general recessionary trend in domestic market made the financial year 2007-2008 a difficult for many companies. Your Company earned the Rs. 41.43 Lacs profit for the Financial year 2007-2008, due to general recessionary trend prevailing in the market all over the world. Your directors are hopeful to achieve better results in future.

OUTLOOK ON OPPORTUNITIES, THREATS, RISK AND CONCERNS

The Export Business, has been a business of stiff competition with cheaper import and the big players. To continue the same may endanger losses in future.

As far as the future outlook is concerned, the Company is expected to increase the scope of the export business in the future, considering the fact that industrial growth picks up.

The Company is planning to develop Export markets in many countries including Gulf over a period of time which is having potential to be highly profitable.

The company is in position to compete with its competitors by better product development as well as customer services.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company is committed to maintaining high standards of internal controls designed to provide accuracy of information, efficiency of operations, and security of assets. The company has adequate internal controls commensurate with the size and nature of its operations to ensure orderly and efficient conduct of business.

These controls ensure the safeguarding of assets, prevention and detection of fraud and error, the accuracy and completeness of the accounting records, timely preparation of reliable financial information and adherence to companies policies, procedures and legal obligations. The audit committee of the Board of Directors meets periodically to review the performance as reported by the auditors.

FINANCIAL PERFORMANCE

The company's turnover for the Financial year 2007-2008 is Rs. 22,71,77,423/- as compared to the previous year of Rs. 20,06,96,452/-. The net profit for the current Financial Year is Rs.41.43 Lacs as compared to the previous year of Rs. 28.66 Lacs. The working of the Company was satisfactory during the year under review.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT.

No material development on Human Resource / Industrial Relations Front during the year.

CAUTIONARY STATEMENT

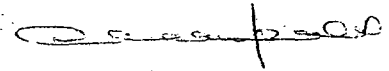
Management Discussion and Analysis report are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed or implied. Important factors that could make a deference to the Company's operation include global and Indian market conditions, changes in the Government Regulations, Tax regimes, WTO Regulations and such other factor.

The Company assumes no responsibility to publicly amend, modify or revise any of these statements on the basis, of any subsequent developments, information or events.

Registered Office :
212, New Cloth Market,
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Ahmedabad - 380 002

Dated : 27th June, 2008

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



**Champalal Agarwal
Chairman & Managing Director**

REPORT ON CORPORATE GOVERNANCE:

Consequent to introduction of the code on Corporation Governance by the Securities and Exchange Board of India, your Company has complied with the code as per schedule of implementation in terms of Clause 49 of the Listing Agreement. A Report on Corporate Governance is give below for the financial year ended 31st March, 2008.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Omkar Overseas Limited conducts its affairs in a fair, transparent and professional manner and maintains high ethical standards in its dealings with its shareholders, customers, suppliers and employees of the Company. In wake of globalization of corporate sector, Omkar Overseas Limited is committed to achieving the highest standards of corporate governance.

The management has consistently observed good practice of corporate governance, including the balancing of interest of all shareholders. Your Company has served notice of General Meetings to all the Shareholders and also send Annual Report before Annual General Meeting.

2. BOARD OF DIRECTORS:

A. Composition of Board:

Board of Directors of the Company consists Six Directors. Shri Champalal Agarwal is Chairman & Managing Director of the Company. None of the directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees including Omkar Overseas Limited.

B. Attendance of each Director at the Board Meetings and Annual General Meeting :-

Four Board Meetings were held during the financial year 2007-08.

Sr. No.	Name of Director	Category	Numbers of Board Meetings attended	Attendance at the Last AGM
1	Shri Champalal Agarwal	NI- EXE	4	Yes
2	Shri Subhashchand Agarwal	NI - NE	4	Yes
3	Shri Shankarlal Agarwal	NI -NE	4	Yes
4	Shri Niranjana Agarwal	I - NE	4	Yes
5	Shri Harikrishna Agarwal	I - NE	4	Yes
6	Shri Shivbhagvan Bohra	I - NE	4	Yes
7	Shri Omkarmal Agarwal	NI - NE	4	Yes

NE : Non Executive, EXE: Executive, NI : Non Independent, I : Independent

* upto 08.05.2008

C. Numbers of other Companies or Committees the Director is a Director/Chairman:

Sr. No.	Name of Director	No. of Directorship other than OOL	No. of Committees n which member
1	Shri Champalal Agarwal	3	1
2	Shri Subhashchand Agarwal	4	1
3	Shri Shankarlal Agarwal	3	NIL
4	Shri Niranjana Agarwal	NIL	NIL
5	Shri Harikrishna Agarwal	NIL	NIL
6	Shri Shivbhagvan Bohra	NIL	NIL
7	Shri Omkarmal Agarwal	3	NIL

* upto 08.05.2008

D. Number of Board Meetings Held and the Dates of Board Meeting

During the financial year under review, Five Board meetings were held on 28th June, 2007, 30th July, 2007, 29th September, 2007, 31st October, 2007, 31st January, 2008.

3. AUDIT COMMITTEE:

A. COMPOSITION OF COMMITTEE:

As a measure of good corporate governance and to provide assistance to the Board of Directors in overseeing the Board's responsibilities your company had constituted an Audit Committee. The Committee covers matters specified as per Clause 49 of the Listing Agreements.

At present consist followings members of the Committee:

Sr. No	Name of the members	Designation
1.	Shri Niranjana Agarwal	Chairman of the Committee
2.	Shri Shivbhagvan Bohra	Member of the Committee
3.	Shri Harikrishna Agarwal	Member of the Committee

The terms of reference of the audit committee include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment and removal of external auditors, fixation of audit fees and also approval for payment for any other services.
3. Reviewing with management the annual financial statements before submission to the board.
4. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
5. Reviewing the adequacy of internal audit function including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. Discussion with internal auditors on any significant findings and follow-up thereon.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
8. Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussions to ascertain any area of concern.
9. Reviewing the company's financial and risk management policies.

B. MEETINGS AND ATTENDANCE DURING THE YEAR:

Four Meetings of Audit Committee were held during financial year 2007-2008, and all members were present at the meetings.

4. REMUNERATION COMMITTEE:

The Company has not constituted remuneration committee, Board of Directors of the Company decide remuneration policy of the Company.

5. REMUNERATION OF DIRECTORS :

No remuneration has been paid to non executive directors during the year under review.

6. SHAREHOLDERS/INVESTOR'S GRIEVANCE COMMITTEE:

Your Company had constituted Shareholders/Investor's Grievance Committee as required under clause 49 of the Listing Agreement.

The Committee consists three members. Shri Niranjn Agarwal is a Chairman of the Committee.

The Committee resolves any complaint received from Shareholders and provides information to the Board of Directors of the Company.

The Company has not received any complaints from the shareholders and same were resolved during the year.

7. GENERAL BODY MEETING:

A. DETAILS OF THE LAST THREE ANNUAL GENERAL MEETINGS:

Year	Location	Date	Day	Time	No. of Special Resolution
2004-2005	Survey No.305, Gopi Compound, Vatva Road, Narol, Ahmedabad- 382 405	30.09.05	Friday	2.00A.M	Nil
2005-2006	Survey No.305, Gopi Compound, Vatva Road, Narol, Ahmedabad- 382 405	29.09.06	Friday	12.00A.M	Nil
2006-2007	Survey No. 305, Gopi Compound, Vatva Road, Narol, Ahmedabad- 382 405	29.09.07	Saturday	2.00P.M.	1

B. POSTAL BALLOT :-

No resolution was passed in the last Annual General Meeting through postal ballot. In the ensuing Annual General Meeting also the Company has not proposed any resolution for approval of the shareholders through postal ballot since none of the business items proposed to requires approval through postal ballot as per provisions of the Companies Act, 1956 and rules framed there under.

8. DISCLOSURES:

- (a). The Company did not have any materially significant related party transactions, which may have potential conflict with the interests of Company.
- (b). The Company has complied with the requirement of statutory / regulatory authorities on capital market and no penalties / strictures have been imposed on the Company by SEBI or Stock Exchanges during the last three financial year.

9. GENERAL SHAREHOLDERS INFORMATION:

A. MEANS OF COMMUNICATION:

The quarterly results are published in the News Paper Western Times (Gujarati & English) for completion of each quarter and same being submitted to the Stock Exchanges.

B. ANNUAL GENERAL MEETING:

Date : 30th September, 2008
Time : 11.00 A.M
Day : Tuesday
Venue : 212, New Cloth Market,
O/S. Raipur Gate,
Ahmedabad – 380 002

C. FINANCIAL CALENDAR 2008-2009:

Results for Quarter:(Tentative)

Annual General Meeting : 30th September, 2008
Ending on 30th September, 2008 : Last Week of October, 2008
Ending on 31st December, 2008 : Last Week of January, 2009
Ending on 31st March, 2009 : Last Week of April, 2009

D. DATE OF BOOK CLOSURE :

25th September , 2008 to 30th September, 2008 (Both Days Inclusive)

E. LISTING ON STOCK EXCHANGES:

Name of the Stock Exchange	Stock Code
1. Ahmedabad Stock Exchange Ltd .	: 542460
2. Bombay Stock Exchange Ltd	: 531496

**F. DEMAT INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)
IN NSDL AND CDSL FOR EQUITY SHARES:**

INE680D01015.

G. SHARE TRANSFER SYSTEM:

Share transfer in physical form received by the Registrar and Transfer agent are registered and returned within the period of 30days from the date of receipt of the documents, provided all documents are valid and complete in all respects.

H. ADDRESS FOR COMMUNICATION:

212, New Cloth Market,
Outside Raipur Gate,
Ahmedabad – 380 002.

I. REGISTRAR & TRANSFER AGENT:

Intime Spectrum Registry Limited
211, Sudarshan Complex,
Nr. Mithakhali Under Bridge,
Navrangpura, Ahmedabad - 380 009.
Phone /Fax No.: 079 - 26465179.
EMail: ahmedabad@intimespectrum.com

J. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2008

Share or Debenture holding of nominal value of		Share / Debenture Holders		Share/ Debenture Amount	
Rs.	Rs.	Number	% of Total Nos.	In Rs.	% of Total Amount
(1)		(2)	(3)	(4)	(5)
Upto	5000	413	89.0090	628000	1.2560
5001 to	10000	22	4.7410	203000	0.4060
10001 to	20000	0	0.0000	0	0.0000
20001 to	30000	0	0.0000	0	0.0000
30001 to	40000	1	0.2160	39000	0.0780
40001 to	50000	0	0.0000	0	0.0000
50001 to	100000	0	0.0000	0	0.0000
100001 to	above	28	5.8320	49126000	98.2600
Total		464	100.0000	50000000	100.0000

K. SHAREHOLDING PATTERN AS ON: 31ST MARCH, 2008

SR NO.	CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
1.	Indian Public	1500000	30.0000
2.	NRIs/OCBs	Nil	Nil
3.	Mutual Funds and UTI	Nil	Nil
4.	Banks, Financial Institutions, Insurance Companies, (Central Institutions)	Nil	Nil
5.	Private Corporate Bodies	Nil	Nil
6.	Indian Promoters:	3500000	70.0000
	Total	5000000	100.0000

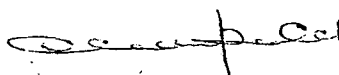
CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY:

We, Champalal Agarwal, Managing Director and Niranjana Agarwal, Chairman of an Audit Committee of Omkar Overseas Limited, hereby certify the board that:

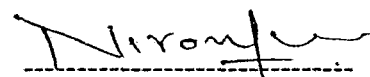
- (a) We have reviewed the financial statements and the cash flow Statement for the year and that to the best of our knowledge and belief;
- (I) these statement do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading ;
- (II) these statement together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) There are to the best of our knowledge and belief, no transactions entered into by Omkar Overseas Limited during the year which are fraudulent, illegal or violative of the company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting in Omkar Overseas Limited and we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting. We have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit Committee:
- (I) Significant changes in internal controls over financial reporting during the year.
- (II) Significant changes in accounting policies during the year and the same have been dissolved in the notes to the financial statements.
- (III) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the Management of an employee having a significant role in the Company internal control system.
- (e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)
- (f) We further declare that all Board Members and Senior Management have affirmed compliance with the Code of Conduct for the current year.

Place : Ahmedabad

Date : 27th June, 2008



Champalal Agarwal
Chairman &
Managing Director



Niranjana Agarwal
Director &
Chairman – Audit Committee

CERTIFICATE

To
The Members of
OMKAR OVERSEAS LIMITED,
Ahmedabad.

We have read the Report of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by the Omkar Overseas Limited for the year ended 31st March, 2008, as stipulated in Clause 49 of the Listing Agreement executed by Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations give to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We State that no investors complaints are pending for a period exceeding for 30 days against the Company as per the records maintained by the Share Transfer and Investors Grievance Committee.

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

PLACE: AHMEDABAD

DATE: 27th June, 2008

FOR NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS



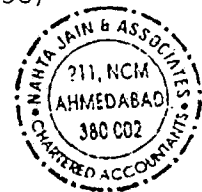

(CA GAURAV NAHTA)
PARTNER
M.NO. 116735

NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
211, NEW CLOTH MARKET,
AHMEDABAD-380002.

AUDITORS' REPORT TO THE MEMBERS OF THE COMPANY

TO,
The Share Holders
M/S. OMKAR OVERSEAS LIMITED
Ahmedabad.

1. We have audited the attached balance sheet of OMKAR OVERSEAS LTD. as at 31st March, 2008, the Profit and Loss account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by Companies' (Auditor's Report) Order, 2003, issued by the Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - i) We have obtained all the information and explanation, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
 - ii) In our opinion proper books of accounts as required by the law have been kept by the company so far as its appears from our examination of the books.
 - iii) The balance sheet and profit and loss Account dealt with by this report are in agreement with such books of accounts.
 - iv) In our opinion the Profit and Loss Account and the Balance Sheet comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.



v) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2006, from being appointed as a Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts of the company being prepared on "going concern basis", give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

a) In so far as it relates to balance sheet, of the state of affairs of the Company as at 31st March, 2008 and.

b) In so far as it relates to the profit and loss account, of the LOSS of the company for the year ended on 31st March, 2008.

c) In the case of Cash Flow Statement of the Cash Flow for the year ended on that date.

PLACE : AHMEDABAD

DATE : 27-06-2008

FOR AND ON BEHALF OF
M/S.NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS


(CA GAURAV NAHTA)
PARTNER
M.NO.116735



ANNEXURE TO THE AUDITORS' REPORT OF EVEN DATE
OF OMKAR OVERSEAS LTD.

Referred to in paragraph 3 of our report of even date,

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) Physical Verification of major assets was conducted by the Management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) During the year, the company has not disposed off substantial part of its assets and hence has not affected the going concern status of the company.
- 2) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
(b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- 3) (a) The Company has taken unsecured loans from one companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.412.30 Lacs (P.Y.Rs.231.55 Lacs) and the year end balance the loans taken from such parties was Rs.Nil (P.Y.Rs.83.15 Lacs). The company has granted unsecured loans to one companies, firms, or or other parties listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.696.28 Lacs (P.Y.Rs. NIL) and the year end balance of the loans given to such parties was Rs.678.78 Lacs (P.Y. Rs. NIL).
(b) In our opinion, the rate of interest wherever applicable and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
(c) There is no overdue amount of loans taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4) (a) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.



(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts of agreements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices or the price at which the transactions for similar goods or services have been made with other parties.

6) The Company has not accepted any fixed deposits from the public so the question of applicability of the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptances of Deposits) Rules, 1975 with regard to the deposits accepted from the public does not arise.

7) The Company has an internal audit, in addition to the internal control system, commensurate with the size and nature of the business.

8) We are informed that the maintenance of the cost records u/s. 209(1)(d) of the Companies Act, 1956 are not required for the Company for the year under review.

9) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues towards income tax, sales tax, custom duty, excise duty, service tax, or any other statutory dues/cess applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income-Tax, service tax, etc., were outstanding as at 31.03.2008 for a period of more than 6 months from the date they become payable.

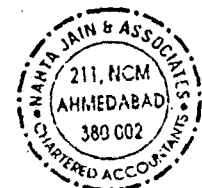
(c) According to the information & explanation given to us and according to the records of the company examined by us, the following are the particulars of disputed dues on account of Sales Tax, Income Tax, Custom Duty, Excise Duty, service tax, and any other cess or tax that have not been deposited or deposited under protest:-

Sr.No.	Name of the Statute	Nature of dues	Amt.of Dispute (Rs.in Lacs)	Period to which it relates	Forum where it is pending
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N I L

10) The Company has an accumulated losses of Rs. 539.60 Lacs as on 31.03.2008. Further, the company has not incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.

11) Based on our audit procedures and on the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders, etc.

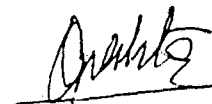


- 12) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities of a similar nature and hence maintenance of documents and records relating to such items are not applicable.
- 13) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 14) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 15) We are informed that the company has not given any guarantee for loans taken by others from banks or any financial institutions.
- 16) The company has not taken any term loans during the year covered by our audit and hence the provisions of clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company for the year.
- 17) Based on our examinations of the books of account and Balance Sheet of the Company and as explained to us, we are of the opinion that funds raised on short term basis have not been used for long term investments. No long-term funds have been used to finance short-term assets except permanent working capital.
- 18) According to the information and explanations given to us, The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- 19) The company has not issued any debentures during the year.
- 20) The company has not raised any money by public issues during the year.
- 21) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

PLACE : AHMEDABAD

DATE : 27-06-2008

FOR AND ON BEHALF OF
M/S.NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS



(CA GAURAV NAHTA)
PARTNER
M.NO.116735



OMKAR OVERSEAS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2008

PARTICULARS	SCHEDULE	AS AT	AS AT
		31.03.2008	31.03.2007
SOURCES OF FUNDS :			
Shareholders' Funds :			
Share Capital	A	39112250	39112250
Reserve & Surplus	B	16449000	16449000
Loan Funds :			
Secured Loans		0	0
Unsecured Loans		0	8315928
	TOTAL	55561250	63877178
APPLICATIONS OF FUNDS :			
Fixed Assets			
Gross Block	C	4929653	4929653
Less : Depreciation		2345781	2190454
		2583872	2739199
Investments	D	14000000	14000000
Current Assets, Loans & Advances			
Current Assets	E	5678691	37498490
Loans & Advances		69984847	2106572
		75663538	39605062
Less: Current Liab.& Prov.	F	90645882	50599790
Net Current Assets		-14982344	-10994728
Profit & Loss Account (NET)		53959722	58132707
	TOTAL	55561250	63877178
NOTES ON ACCOUNTS	L	0	0

PLACE : AHMEDABAD


AS PER OUR REPORT OF EVEN DATE
FOR AND ON BEHALF OF

M/s.OMKAR OVERSEAS LIMITED

DATE :27-06-2008

M/S NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS

CA


(CA GAURAV NAHTA)
(PARTNER)
M.NO.116735

SOA

(DIRECTOR)

(DIRECTOR)

(DIRECTOR)



OMKAR OVERSEAS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2008

PARTICULARS	<u>SCHEDULE</u>	<u>For the Year Ended</u> <u>31.03.2008</u>	<u>For the Year Ended</u> <u>31.03.2007</u>
INCOME			
Sales (Net)	G	227177423	200696452
Variation in Stock	H	-3573241	3573241
Other Income	I	471347	11441
TOTAL		<u><u>224075529</u></u>	<u><u>204281134</u></u>
EXPENDITURE :			
Purchases	J	218658166	199228077
Administration & Other Expenses	K	594101	1805441
TOTAL		<u><u>219252267</u></u>	<u><u>201033518</u></u>
NET PROFIT/(LOSS) before Taxation & Depreciation		4823262	3247616
Less : Depreciation		155327	155327
Profit/(Loss) Before Tax		4667935	3092289
Less : Provision for Taxation			
- Current		523000	225000
- Deferred		0	0
- Fringe Benefit Tax		2000	1500
NET PROFIT/(LOSS) FOR THE YEAR		<u><u>4142935</u></u>	<u><u>2865789</u></u>
Prior Period Items		30050	156614
Transfer from General Reserve		0	0
Balance Brought Forward		-58132707	-61155110
Profit & Loss Account		<u><u>-53959722</u></u>	<u><u>-58132707</u></u>

NOTES ON ACCOUNTS

L

PLACE : AHMEDABAD AS PER OUR REPORT OF EVEN DATE FOR, M/S. OMKAR OVERSEAS LIMITED
 FOR AND ON BEHALF OF
 DATE : 27-06-2008 M/S NAHTA JAIN & ASSOCIATES
 CHARTERED ACCOUNTANTS

CMA

(DIRECTOR)

(Signature)
 (CA GAJRAV NAHTA)
 (PARTNER)

M. NO. 116735

SOA

(DIRECTOR)



(DIRECTOR)

AS AT
31.03.2008

AS AT
31.03.2007

SCHEDULE "A" OF SHARES CAPITAL

Authorised Share Capital

6000000 (Prv.Yr.6000000) Equity Shares of
Rs. 10/- each (Prv. Yr. Rs.10/- each)

6000000

6000000

Issued, Subscribed & Paid-up Share Capital

5000000 (Prv.Yr.5000000) Equity Shares of
Rs.10/- each fully paid up.
(Prv. Yr. Rs.10/- each)

5000000

5000000

(Of the above share 28,00,000 (28,00,000) Equity
Shares allotted as fully paid up, pursuant to an
Agreement without payment being received in cash)

Less : Calls Unpaid

10887750

10887750

39112250

39112250

SCHEDULE "B" OF RESERVE & SURPLUS

Share Premium Account

16449000

16449000

16449000

16449000



SCHEDULE "C" OF FIXED ASSETS

S.NO.	NAME OF THE ASSETS	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK			
			Opening	ADDITION	DEDUCTION	Closing	Opening	FOR THE YEAR	Closing	AS ON	AS ON	
			01.04.07			TOTAL	1.04.07		ADJUSTED	TOTAL	31.03.08	31.03.07
1	LAND	0.00	1872442	0	0	1872442	0	0	0	0	1872442	1872442
2	PLANT & MACHINERY	4.75	2844408	0	0	2844408	2048808	135110	0	2183918	660490	795600
3	VEHICLES	9.50	212803	0	0	212803	141646	20217	0	161863	50940	71157
TOTAL			4929653	0	0	4929653	2190454	155327	0	2345781	2583872	2739199
PREVIOUS YEAR			4929653	0	0	4929653	2035127	155327	0	2190454	2739199	



AS AT
31.03.2008

AS AT
31.03.2007

SCHEDULE "D" OF INVESTEMENT

No. of Share

LONG-TERM NON-TRADE INVESTMENTS (UNQUOTED) : (AT COST)

	No. of Share	AS AT 31.03.2008	AS AT 31.03.2007
Shares in Alok Synthetics P.Ltd.	400000	14000000	14000000
		<u>14000000</u>	<u>14000000</u>

SCHEDULE "E" OF CURRENT ASSETS

A. CURRENT ASSETS

1. Inventories

(As valued and certified by management)

Grey Cloth(Traded) (At Cost)	0	0
Printed Cloth(Traded) (At Cost)	0	3573241
Work-in-process (At Estd. Cost)	0	0
Finished Goods (At lower of Cost or Net Realisable Value w/e is less)	0	0
	<u>0</u>	<u>3573241</u>

2. Debtors

(Unsecured considered good outstanding for the period of) More than six months
Others

More than six months	0	49866344
Others	55470754	33841808
	<u>55470754</u>	<u>83708152</u>
Less : Provision for Doubtful Debts	49845662	49845662
	<u>5625092</u>	<u>33862490</u>

3. Cash & Bank Balance

Cash in hand	44652	57225
Cash At Bank		
In Current Accounts	8947	5534
In Deposits Account	0	0
	<u>53599</u>	<u>62759</u>
TOTAL A	<u>5678691</u>	<u>37498490</u>

B. LOANS & ADVANCES

(Unsecured but considered good)
Other Advance (Recoverable in Cash or Kind or valued to be received)
Advances to Creditors

Other Advance (Recoverable in Cash or Kind or valued to be received)	69984847	2106572
Advances to Creditors	0	0
TOTAL B	<u>69984847</u>	<u>2106572</u>
TOTAL A + B	<u>75663538</u>	<u>39605062</u>



AS AT
31.03.2008

AS AT
31.03.2007

SCHEDULE "F" OF CURRENT LIABILITIES & PROVISION

A. Current Liabilities

Sundry Creditors	90117063	50292093
Statutory Creditors	3819	81197
	<u>90120882</u>	<u>50373290</u>

B. Provisions

- For Income Tax	523000	225000
- For Fringe Benefit Tax	2000	1500
	<u>525000</u>	<u>226500</u>
	<u>90645882</u>	<u>50599790</u>

SCHEDULE "G" OF SALES

Printed/Dyed Cloth	213506543	67919152
Grey Cloth	13670880	132777300
	<u>227177423</u>	<u>200696452</u>

SCHEDULE "H" OF VARIATION IN STOCK

STOCK AT CLOSE :		
Printed Cloth	0	3573241
Grey Cloth	0	0
	<u>0</u>	<u>3573241</u>
STOCK AT COMMENCEMENT :		
Printed Cloth	3573241	0
Grey cloth	0	0
	<u>3573241</u>	<u>0</u>
INCREASE/(DECREASE) IN STOCK	<u>-3573241</u>	<u>3573241</u>

SCHEDULE "I" OF OTHER INCOME

Interest on I.T. Refund	0	0
Rebate & Discount	80	11441
Sundry Credit Balance Written back	471267	0
	<u>471347</u>	<u>11441</u>

SCHEDULE "J" OF PURCHASES

Printed Cloth	205339231	69981163
Grey Cloth	13200460	128963120
Frieght & Octroi(Grey)	118475	283794
Brokerage on Grey Purchase	0	0
	<u>218658166</u>	<u>199228077</u>



For the Year Ended
31.03.2008

For the Year Ended
31.03.2007

SCHEDULE "K" OF MANUFACTURING & OTHER EXPENSES

Payments to & Provisions for Employees :

DIRECTOR REMUNERATION	240000	222000
	<u>240000</u>	<u>222000</u>

Administrative Expenses :

Postage & Telegram	0	720
Membership & Subscription	8989	0
Office Expenses	1220	26484
Insurance Charges	5056	5051
Legal Expenses	55369	68623
Printing & Stationery Exp.	6000	0
Rent, Rates & Taxes	120000	13525
Audit Fees	33708	16836
Consulting Fees	42258	35857
Filing Fees	6055	2000
Professional Tax	1000	1000
Listing Fees	21700	25000
Sundry Balance Written off	24833	0

Financial Expenses :

Bank Interest	0	736173
Bank Charges & Commission	27913	10047
Interest paid on Deposits	0	642125
	<u>354101</u>	<u>1583441</u>
	<u>594101</u>	<u>1805441</u>



OMKAR OVERSEAS LIMITED

LIST OF ANNEXURES FOR THE YEAR ENDED ON 31.03.2008

LIST OF SUNDRY CREDITORS

Anncare Farm Enterprise P.Ltd.	150000.00
Babulal Mistry (Land A/c)	16050.00
Indigo Gremi Pvt. Ltd.	531000.00
K.K.Textile Engineers	50000.00
Kundan Ramchandra Suthar Land	90000.00
Maheshbhai Desai(Changodar)	150000.00
Maneklal Dalal	520000.00
Nanda Industries	75000.00
Ravi Industries	51000.00
Shree Rang Ashish Industries	30000.00
Sai Polymers	150000.00
Stainless Bolt Ind.	137000.00
S.M. Trade Co.	75000.00
Nahta Jain & Associates	46725.00
Nahta Jain & Company	10000.00
N.K.SHRISHRIMAL & CO.	5000.00
Gaurav Nahta & Associates	27000.00
M.S.BAGGA & ASSOCIATES	5000.00
Liabilities for Expenses 03-04	39583.00
Liabilities for Expenses 04-05	82450.00
Liabilities for Expenses 06-07	79490.00
OMKAR TEXTILE MILLS PVT. LTD.	345000.00
ARVIND SYNTHETICS	10505500.00
ASHOK ENTERPRISES	8295796.00
ADITYA CORPORATION	11712185.00
BOHRA JAIN & COMPANY	2987409.00
BASANT TRADING COMPANY	6529093.00
BHARAT TEXTILE	5764412.00
HARISH TRADING COMPANY	2986700.00
LAXMAN TEXTILES	6289858.00
MAHESH TRADING COMPANY	4380948.00
OMKAR INDUSTRIES LTD.	1315501.00
R.K. TEXTILE	10934025.00
S.B.TEXTILES	12693186.00
MAHESH EXPORTS	207709.00
S.P.TEXTILES	2849443.00

90117063.00

LIST OF STATUTORY CREDITORS

T.D.S. Payable (Fees) A/c 3819.00

3819.00



LIST OF SUNDRY DEBTORS

Surendra & Co.	20682.00
GOPI SYNTHETICS PVT. LTD.	4545848.00
M.B.GARMENTS	653690.00
BAJAJ FABRIC MILLS	232472.00
GAJANAND TEXTILE MILLS	172400.00
Pacific Exports	1678850.11
Ampee Mani Gmbh	13505268.00
Bontextil Ab	8239377.00
Cotonex S.A.R.L	5156094.00
Happy Star Trading	17473110.04
Ibrahim Al Assiri	531273.00
Texima Trade Ltd.	656202.00
Warenavertsiss Havixbeck	791097.00
K.L.W.Textilvertieb Gmbh	131990.00
Sady Trading	778475.00
Zurmeir Ltd.	903926.00

55470754.15

LIST OF OTHER ADVANCES RECEIVABLE IN CASH OR KIND

TDS Income Tax	19702.00
Advance for Land Property	1036870.00
Nilesh Jayantilal Shah	150000.00
Rajnikant C. Adani	150000.00
Central Excise Department	750000.00
OMKAR FINANCE CORPORATION	67878275.00

69984847.00

BANK BALANCE

CURRENT ACCOUNT BALANCE

SHRI VINAYAK SAHAKARI BANK LTD.	3121.00
STATE BANK OF INDIA, MUMBAI	2413.00
The Social Co-op Bank Ltd.	3412.53

8946.53



SCHEDULE "L" OF NOTES ON ACCOUNTS

1. Schedule 'A' to 'L' forms the integral part of Balance sheet as at 31st March, 2008 and the Profit & Loss account for the year ended on that date.

2. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES:-

- (i) Method of Accounting :- The Books of Accounts are maintained on mercantile basis under historical cost convention in the accordance with Accounting Standards applicable in India.
- The company recognises income and expenditure on accrual basis except for Insurance, Interest and other claims which are accounted for when claims/accruals are settled.
- (ii) Fixed Assets :- The gross block of fixed assets are shown at the cost which include taxes, duties and other identifiable direct expenses and interest on borrowing attributable to acquisition of fixed assets upto date of Commissioning of the assets.
- (iii) Depreciation :- The company has provided depreciation on Straight Line Method as per rates of depreciation provided in schedule XIV to the Companies Act 1956.
- (iv) Investments :- Long-Term Investments are stated at cost, except for the permanent diminution in value thereof, which is duly provided for.
- (v) Inventory :- (1) Grey Cloth, Colour & chemical, Stores & Spare parts valued at cost.
(2) W.I.P. valued at estimated cost.
(3) Finished goods are valued at cost or Net Realisable Value whichever is less.
Due consideration is given to the saleability of the stock and no obsolete or unserviceable/damaged items included therein except at their net realisable value.
- (vi) Gratuity :- No provision is made for gratuity. Amount of gratuity payable has not been quantified by the Company.
- (vii) Treatment of Contingent liabilities :- Contingent liabilities are disclosed by way of note to the accounts and not provided until and otherwise the same is settled and satisfied.
- (viii) Other accounting :- These are consistent with the generally accepted accounting practices.



- (ix) Sales :- Sales is shown after deducting cash discount, rebates, returns, etc.
- (x) - Retirement Benefits :- The liability in respect of terminal benefit to employees of gratuity has not been determined and not provided for.
- (xi) Foreign Currency Transaction :- (i) Transactions in respect of bills Purchased, negotiated, retired during the Year, at the rate of exchange at which the Transactions has taken place.
- (ii) Transactions in respect of bills Purchased, negotiated, retired subsequent to Year end at the rate of exchange prevailing at the end of the year.
- (xii) Amortisation of Exp. :- Preliminary and public issue expenses are amortised over a period of 10 years.

3. Considering that the company is making 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.

4. Figures have been rounded off to nearest rupees.

5. Previous year figures are regrouped, rearranged, wherever necessary.

6. Balances of Sundry Debtors, Creditors, Loans and advances are subject to confirmation.

7. Payments & Provisions for employees include Directors Remuneration Rs.2,40,000/- (Previous-Year Rs.2,22,000/-).

8. The Company, in view of several items and insignificant value, is not maintaining regular stock register of stock & spare parts & packing material. Items of stores & spares & packing materials are charged to revenue at the stage of purchase and the stock at the end is as taken, valued & certified by management is adopted in finalising the accounts.

9. Contingent Liabilities for which no provision has been made in the accounts is Rs. Nil (P.Y.- Rs. Nil)

10. There was no amount overdue in respect of the principle/interest to S.S.I. and/or Ancillary Industrial Undertaking suppliers for a period exceeding 30 days as at the year end. This declaration is based on the information regarding the status of supplier as SSI/Ancillary Industrial Undertaking received by the company.



11. 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	31.03.2008	31.03.2007
1	Profit After Tax (Rs.)	4142935	2865789
2	Weighted Avg.No. of Equity Shares	3911225	3911225
3	Earning Per Share(Basic and Diluted) (Rs.)	1.06	0.73
4	Face Value Per Share (Rs.)	10	10

12. 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 Champalal G. Agarwal C M D
 Shri Omkarmal G. Agarwal Director
 Shri Subhashchand O. Agarwal Director

[B] RELATIVES :- NIL

[C] Associate Body Corporate :-

Gopi Synthetics Pvt. Ltd., Omkar Textile Mills Pvt.Ltd., Omkar Industries Limited.

[D] Associate Concerns :-

Omkar Finance Corporation

[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 (---)	240000 (222000)	--- (---)
Sales	4545848 (34764762)	Nil (---)	Nil (---)	Nil (---)
Purchases	25408501 (2344393)	Nil (---)	Nil (---)	Nil (---)
Job Charges Paid	NIL (---)	Nil (---)	Nil (---)	Nil (---)
Interest/Rent/Other Charges Paid	Nil (642125)	Nil (---)	Nil (---)	Nil (---)
Other Income	NIL (---)	Nil (---)	Nil (---)	Nil (---)
Deposits Paid	NIL (---)	74490000 (---)	Nil (---)	Nil (---)
Deposits Received	345000 (18080000)	NIL (---)	Nil (---)	Nil (---)
Net Balance(as on 31.3.08)	707.64 Lacs (Dr.) (83.01) Lacs (Dr.)			



13. 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.

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 recognised for the year.

15. Additional information pursuant to the provisions of para 3 & 4 of part II, schedule VI of the Companies Act, 1956 to the extent applicable to the company.

Quantitative Information (Mtrs.)	Current Year	Previous Year
I. Licensed Capacity & Installed Capacities: TANK (Pcs)	100000	100000
CLOTH (SETS)	3300000	3300000

II. Quantitative Details :	CURRENT YEAR		PREVIOUS YEAR	
	QTY.	Amount (Rs)	QTY.	Amount (Rs.)
A. Raw Material Consumed (Indigenous only)				
Grey Cloth	NIL	NIL	NIL	NIL
Colour & Chemicals	NIL	NIL	NIL	NIL
Grey Cloth Purchased (Mtrs.)	613368	13200460	5153470	128963120
Printed Cloth Purchased (Mtr.)	4765526	205339231	1418074	69981163

B. Production	NIL	NIL	NIL	NIL
---------------	-----	-----	-----	-----

C. SALES				
Printed Cloth - Mtrs.	4868215	213506543	1315210	67919152
Printed Cloth - Pcs.	NIL	NIL	NIL	NIL
Grey Cloth - Mtrs.	613368	13670880	5153470	132777300
Water Tanks - Nos.	NIL	NIL	NIL	NIL
Trolley - Nos.	NIL	NIL	NIL	NIL

D. Closing Stock :-				
GREY CLOTH (Traded) - Mtrs.	NIL	NIL	NIL	NIL
Printed Cloth (Traded) - Mtrs.	NIL	NIL	102689	3573241
Trolley	NIL	NIL	NIL	NIL
Water Tanks - Nos.	NIL	NIL	NIL	NIL
L.L.D.P.E. - Kgs.	NIL	NIL	NIL	NIL
Semi Finished Goods- Kgs.	NIL	NIL	NIL	NIL

IV. Consumption of Imported and Indigenous Raw Material :-

PARTICULARS				
IMPORTED	NIL	NIL	NIL	NIL
INDIGENIOUS	100%	NIL	100%	NIL

V. Consumption of Imported and Indigenous Stores & Spare Parts :-

PARTICULARS				
IMPORTED	NIL	NIL	NIL	NIL
INDIGENIOUS	100%	NIL	100%	4775

16. Auditors Remuneration :-

(a) For Audit	22,472	10,000
(b) For Tax Matters	5,618	5,000
(c) For Others	5,618	NIL



17. No. of Employees employed throughout the F.Y. 2007-08 who are in receipt of remuneration aggregating to Rs. 24,00,000/- p.a. or more or Rs. 2,00,000/- p.m. or more in case of employees employed for the part of the financial year is NIL.

18. CIF Value of Imports.	NIL	NIL
19. Earning / Expenditure in foriegn currency.		
a. Amount paid for Legal Settlement of Overseas Obligation	40609	NIL

20. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(Submitted in terms of part IV and schedule VI to the Companies Act, 1956)

1. REGISTRATION DETAILS

Registration No.	:	23820
State Code	:	04
Date of Balance Sheet	:	31.03.2008

2. CAPITAL RAISED DURING THE YEAR (Rs. in Lacs) Year ended on

	31.03.2008	31.03.2007
	-----	-----
Public Issue	NIL	NIL
Right Issue	NIL	NIL
Bonus Issue	NIL	NIL
Private Placement	NIL	NIL

3. POSITION OF MOBILISATION & DEVELOPMENT OF FUNDS

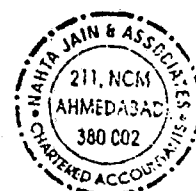
Total Liabilities	555.61	638.77
Total Assets	555.61	638.77

(A) Sources of Funds

Paid up Capital	391.12	391.12
Reserve & Surplus	164.49	164.49
Secured Loans	0.00	0.00
Unsecured Loans	0.00	83.16

(B) Application of Funds

Net Fixed Assets	25.84	27.39
Net Current Assets	(149.82)	(109.95)
Investments	140.00	140.00
Miscellaneous Exp. not w/off	0.00	0.00
Profit & Loss A/c	539.60	581.33



4. PERFORMANCE OF COMPANY

Total Income	2271.77	2006.96
Total Expenditure	2156.79	1976.15
Profit/(Loss) Before Tax	46.68	30.92
Profit/(Loss) After Tax	41.43	28.66
Earning Per Share (Rs)	1.06	0.73
Dividend Rate	0.00	0.00

5. GENERIC NAME OF THREE PRINCIPAL PRODUCTS OF COMPANY
(as per monetary Terms)


ITEM CODE	PRODUCT
-----	-----
636307	Made up Articles(Cloth)
3138	Plastic Tank,Vessels,etc.

Signature to the Schedule A to L

PLACE : AHMEDABAD

DATE : 27-06-2008

FOR AND ON BEHALF OF
M/S NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANT


(CA GAURAV NAHTA)
(PARTNER)
M.NO.116735

CGA

SOA

FOR M/S OMKAR OVERSEAS
LTD.


(DIRECTOR)


(DIRECTOR)

(DIRECTOR)



OMKAR OVERSEAS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2008

<u>PARTICULARS</u>	<u>YEAR ENDED ON</u> <u>MARCH 31, 2008</u>	<u>YEAR ENDED ON</u> <u>MARCH 31, 2007</u>
A. Cash Flow From Operating Activities		
Profit Before Tax	4667935	3092289
Adjustments For :		
Depreciation	155327	155327
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	0	0
Prior Period Items	30050	156614
Interest on Borrowings	0	1378298
Interest Income	0	0
Loss on sale of Investments	0	0
B. Operat. Profit Before Working Cap.Changes	4853312	4782528
C. Changes in Working Capital (Excluding Cash & Bank Balances)		
Trade and other Receivables	-39640877	597755
Inventories	3573241	-3573241
Trade and other Payables	<u>40046092</u>	<u>10098677</u>
Change in Working Capital	3978456	7123191
D. Cash Generated From Operations	8831768	11905719
E. Adjustments For		
Direct Taxes Paid	-525000	-226500
Direct Taxes Received	0	0
F. Net Cash Flow From Operating Activities	8306768	11679219
G. Cash Flow from Investing Activities		
Purchase of Investments	0	0
Deferred Revenue Expenditure	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	0	0
H. Net Cash Flow from Financing Activities		
Proceeds from Calls in arrears/ Issue of Shares including Premium	0	0
Proceeds from Borrowings	0	2897666
Repayments of Borrowings	-8315928	-13498000
Interest Paid	0	-1378298
Dividend Paid	0	0
Corporate Dividend Tax paid	0	0
Net Cash Generated/(Used) from Financing Activities	-8315928	-11978632



I. Net Change in Cash & Cash Equivalents (F+G+H+)	-9160	-299413
J. Cash and Cash Equivalents as at the Beginning of Financial Year	62759	362172
K. Cash and Cash Equivalents as at the End of the Financial Year	53599	62759

[Signature]
(Chairman and Managing Director)

[Signature]
(Director)

(Director)

AUDITOR'S REPORT

We have verified the attached Cash Flow Statement of OMKAR OVERSEAS LIMITED derived from the audited financial statements and the books and records maintained by the company for the years ended 31st March, 2008 and 31st March, 2007.

Place : Ahmedabad

M/S NAHTA JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS

Date : 27-06-2008

[Signature]
(CA CAWKAV NAHTA)
(PARTNER)
M.NO.116735

