

OMANSH ENTERPRISES LIMITED

41ST ANNUAL REPORT 2014-2015

CORPORATE INFORMATION

Chairman : Mr. Divesh Kumar Bajaj (Independent)
Whole Time Director : Mr. Radhey Shayam
Non Executive Directors : Mr. Vidya Sagar Bhatia (Independent)
Ms. Pooja Bhatia
Mr. Gaurav Mutreja

**Company Secretary
& Chief Financial Officer** : Mr. Nitin Gupta

Auditors : M/s Satyendra Mrinal & Associates
Chartered Accountants
New Delhi

Registered Office : Shop No. 37, QD Block, DDA Market,
Pitampura, New Delhi – 110034
Ph.: +91-9891408133
Website: www.omanshenterprises.com
Email Id: info@omanshenterprises.com

Details of RTA : Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi - 110020
Ph.: +91-(0)11-6473 2681/6473 2682
Fax: +91-(0)11-2681 2682
Email Id: admin@skylinerta.com

The Equity Shares of the Company are listed at Bombay Stock Exchange.
(Delhi Stock Exchange and Uttar Pradesh Stock Exchange since not functional)

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NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of M/s Omansh Enterprises Limited will be held on Saturday, the 12th day of September, 2015 at 10:30 A.M. at Twist 'n' Turn Banquet, 226-227 Shop in Park Mall, Shalimar Bagh, New Delhi 110088, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Gaurav Mutreja (DIN: 00708580), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors:

To consider and if thought fit, to pass 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 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Satyendra Mrinal & Associates, Chartered Accountants, New Delhi, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 42nd AGM of the Company to be held in the year 2016 at such remuneration plus service tax, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business

4. Appointment of Ms. Pooja Bhatia as Director

To Consider and if thought fit, to pass, the following resolution

as an Ordinary Resolution:

“RESOLVED THAT Ms. Pooja Bhatia (DIN: 00188770), who was appointed as an Additional Director of the Company with effect from 21st March 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.”

**For and on Behalf of the Board
For Omansh Enterprises Limited**

**Sd/-
Nitin Gupta
Company Secretary & CFO
PAN: AKWPG1237F**

**Date: 7th August 2015
Place: New Delhi**

**Regd. Off.: Shop No. 37, QD Block,
DDA Market, Pitampura, New Delhi – 110034**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING i.e. upto 10:30 am on 10th September 2015.**
- 2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital**

of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- 3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution/ Authorisation together with the specimen signatures authorising their representatives to attend and vote on their behalf at the Meeting.**
- 4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Wednesday 9th September 2015 to Saturday 12th September 2015 (both days inclusive).**
- 5. Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 4 is enclosed herewith.**
- 6. Details in respect of the Directors seeking appointment/reappointment at the Meeting is annexed to the Notice as **Annexure–A**.**
- 7. Notice of the Meeting of the Company, *inter alia*, indicating the process and manner of e–voting along with Attendance Slip and Proxy Form is being sent to the members, whose email ids are registered with the Company and Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting is being sent through permitted mode.**
- 8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.**
- 9. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company’s website ***www.omanshenterprises.com*** for download. The physical copies of the aforesaid documents will also be available at the Company’s**

Registered Office for inspection at any time between 10:00 a.m. to 1:00 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID i.e., info@omanshenterprises.com.

10. Voting through electronic means:

- (i) In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically.
Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice as **Annexure-B**.
- (ii) Ms. Anju Yadav, Practicing Company Secretary [Membership No. A32111] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (iii) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
- (v) The e-voting period commences on Tuesday, 8th September 2015 [9:00 a.m.] and ends on Friday, 11th September 2015 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 5th September 2015 i.e. cut-off date,

may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- (vi) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
- (vii) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- (viii) The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
- (ix) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.omanshenterprises.com and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

11. The route map giving the directions, to the venue of the AGM is annexed to the Notice as **Annexure–C**.

12. REQUEST TO MEMBERS

- (i) Members/Proxies attending the meeting are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- (ii) Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- (iii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
- (iv) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.
- (v) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining

their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / registrar and Share Transfer Agents.

Annexure-A : to the Notice dated 7th August 2015- Details of Director seeking Appointment/ Reappointment

Name of Director	Gaurav Mutreja	Pooja Bhatia
Age	27 years	35 years
Date of Appointment by the Board of Directors	9 th May, 2012	21 st March, 2015
Brief Resume and nature of expertise in functional areas	He is a commerce graduate and having over 5 years experience in the Corporate Matters	She is a Law Graduate and a Fellow Member of ICSI. She is having 11 years experience in Corporate Legal Matters
Directorships held in other public Companies [excluding foreign and private Companies]	J.K. L'atelier Limited Vani Commercials Limited	Vani Commercials Limited
Memberships / Chairmanships of Committees of other Public Companies	Vani Commercials Limited – Audit Committee (Member) Vani Commercials Limited – Nomination and Remuneration Committee (Member) Vani Commercials Limited – Shareholders/ Investor's Grievance Committee (Member)	Vani Commercials Limited – Nomination and Remuneration Committee (Member)
Number of shares held in the Company	14,500 Equity Shares	1,50,000 Equity Shares

Annexure-B : to the Notice dated 7th August 2015 - Instructions for e-Voting. The instructions for members for voting electronically are as under:

- (i) The voting period begins on Tuesday, 8th September 2015 from 9:00 a.m. and ends on Friday, 11th September 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Saturday the 5th day of September 2015, being the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat and Physical Form

- PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares in demat as well as physical form)
- Dividend Bank Details **OR** Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) Date of Birth (DOB) as

recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN of OMANSH ENTERPRISES LIMITED on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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 linked in the login 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

Contact Details:

Mr. Wenceslaus Furtado

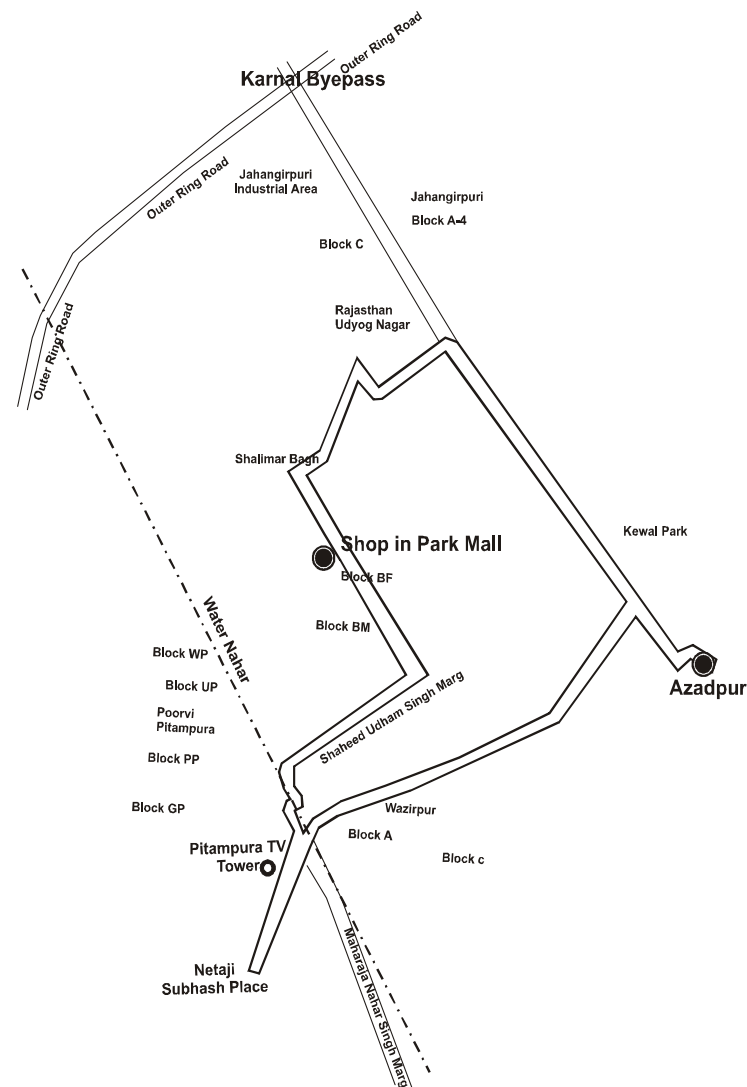
Deputy Manager, CDSL

17th Floor, PJ Towers, Dalal Street, Fort, Mumbai–400 001.

Email: wenceslausf@cdslindia.com, Tel: 022-22723333/8588

‘Annexure -C’

Route Map for Shop In Park Mall



Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No.4:

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, has appointed Ms. Pooja Bhatia as an Additional Director of the Company with effect from 21st March 2015. In terms of the provisions of Section 161(1) of the Act, Ms. Pooja Bhatia would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Pooja Bhatia for the office of Director of the Company.

Ms. Pooja Bhatia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Ms. Pooja Bhatia possesses appropriate skills, experience and knowledge, inter alia, in the field of law.

Brief resume of Ms. Pooja Bhatia, nature of her expertise in specific functional areas and names of other public limited companies in India in which she holds directorships and details of memberships / chairmanships of Board Committees of the public limited companies in India and other details is enclosed with the notice.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Pooja Bhatia is appointed as Director.

Save and except Ms. Pooja Bhatia and her relatives, to the extent of their shareholding, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**For and on Behalf of the Board
For Omansh Enterprises Limited**

**Sd/-
Nitin Gupta
Company Secretary & CFO
PAN: AKWPG1237F**

**Date: 7th August 2015
Place: New Delhi**

**Regd. Off.: Shop No. 37, QD Block,
DDA Market, Pitampura, New Delhi – 110034**

DIRECTOR'S REPORT

To,
The Members of
M/s Omansh Enterprises Limited

Your Directors have pleasure in presenting the 41st Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2015.

1. FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS

(a) (Amount in ₹)

Particulars	Current year	Previous Year
Sales	2,09,24,792.00	9,80,48,987.00
Other Income	14,05,952.00	9,68,419.00
Total Income	2,23,30,744.00	9,90,17,406.00
Depreciation	3,58,541.00	3,73,350.00
<i>Tax</i>		
Current Tax	87,228.00	1,05,521.00
Deferred Tax	(7,926.00)	0.00
Profit/(Loss) after Tax	2,43,611.43	1,92,598.00
Earnings per share (₹)		
Basic	0.01	0.05
Diluted	0.01	0.05

(b) During the year, your Company recorded Total Revenue of ₹ 2,23,30,744.00/- (previous year ₹ 9,90,17,406.00/-). The Company recorded a Net Profit of ₹ 2,43,611.43/- during the financial year ended 31st March, 2015 as compared to a Net Profit of ₹ 1,92,598.00/- in the previous year.

(c) Transfer to Reserves in Terms of Section 134 (3) (j) of the Companies Act, 2013

No amount was transferred to reserves during the financial year ended 31st March, 2015.

(d) Dividend

Your Directors do not recommend any dividend for the year ended 31st March, 2015.

(e) Highlights of the Year

During the year, the Company has conducted the Postal Ballot for the following purposes:

- Alteration of Part A of clause III of the Memorandum of Association of the Company.
- Sub-division of 1 (One) Equity Share of the face value of ₹ 10/- each (fully paid-up) into 5 (Five) Equity Shares of face value of ₹ 2/- each (fully paid-up).
- Alteration of Capital Clause of Memorandum of Association of the Company.

The abovementioned were carried out after necessary approval was obtained from members by way of postal ballot, results of which were declared on 15th December 2014

(f) Material Changes And Commitments

There are no material changes from the end of Financial Year till the date of this report

2. PUBLIC DEPOSITS

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of Chapter V of the Companies Act, 2013.

3. DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) Changes in Directors and Key Managerial Personnel during the year

Ms. Pooja Bhatia (DIN: 00188770) was appointed as the Additional

Director in accordance with the provisions of section 161(1) of the Companies Act, 2013 in the Board Meeting held on 21st March 2015, your Board recommend her appointment as the Director in the ensuing AGM.

Further the Board appointed Mr. Divesh Kumar Bajaj, Non-Executive Independent Director (DIN: 01118288) as the Chairman of the Company with effect from 21st March 2015.

Further, the Board appointed Mr. Nitin Gupta, Company Secretary as the Chief Financial Officer of the Company with effect from 21st March 2015.

(b) Retirement by rotation

In accordance with the provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mr. Gaurav Mutreja (DIN: 00708580) will retire by rotation at the ensuing Annual General Meeting ('AGM') of the Company and, being eligible, offers himself for re-appointment. Your Board has recommended his re-appointment.

(c) Declaration of Independence by the Independent Directors

The Independent Directors of your Company have confirmed that they meet with the criteria of Independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Framework for Familiarization Programme for the Independent Directors is made available on the website of the Company <http://www.omanshenterprises.com/wp-content/uploads/2015/05/omansh-enterprises-limited-framework-independent-directors.pdf>

(d) Attributes, qualifications and appointment of Directors

The Nomination and Remuneration Committee has adopted the attributes and qualifications as provided in Section 149(6) of the Act and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, in respect of Independent Directors. The Committee has also adopted the same attributes and qualifications, to the extent applicable, in respect of Non-Independent Directors.

All the Non-Executive Directors of the Company, fulfil the fit and proper criteria for appointment as Directors. Further, all Directors of the Company, other than Independent Directors, are liable to