

OMANSH
ENTERPRISES LIMITED

43RD
ANNUAL REPORT
2016-2017

OMANSH ENTERPRISES LIMITED

BOARD OF DIRECTORS

Chairperson Ms. Fatima Makdum Matikub(Independent)

Managing Director Ms. Seema Khan

Whole Time Director & CFO **Mr. Manoj Kumar Chauhan**

Executive Director Mrs. Reena Sharma

Independent Directors Ms. Fatima Makdum Matikub
Ms. Preeti Pralhad Soni

Company Secretary Mr. Remo John

Audit Committee Ms. Fatima Makdum Matikub, Chairperson
Mr. Manoj Chauhan, Member
Ms. Priti Pralhad Soni, Member

Nomination And Remuneration Committee Ms. Priti Pralhad Soni, Chairperson
Mr. Manoj Chauhan, Member
Ms. Fatima Makdum Matikub, Member

Stakeholders' Relationship Committee Mr. Manoj Chauhan, Chairman
Ms. Fatima Makdum Matikub, Member
Ms. Priti Pralhad Soni, Member

Mr.Statutory Auditors M/s Satyendra Mrinal & Associates,
Chartered Accountants, Delhi

Secretarial Auditor Amit R. Dadheech & Associates
Practicing Company Secretary Mumbai

Registered Office Shop No. 37, DDA Market , QD Block,
Pitampura New Delhi - 110034

Registrar and Share Transfer Agent Skyline Financial Services Private Limited -
153/A, 1st Floor,Okhla Industrial Area,
New Delhi – 110020
Ph. No. +91-(0) 11-6473 2681/6473 2682
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Bankers **Axis Bank**

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NOTICE

Notice is hereby given that 43rd Annual General Meeting of Omansh Enterprises Limited will be held on Thursday, the 28th day of September, 2017 at 12:30 P.M. at Khushi Banquet, MP Mall, MP Block Pitampura New Delhi, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone) for the financial year ended on March 31, 2017 i.e. the Balance Sheet as at 31st March, 2017, the statement of Profit & Loss account and the Cash Flow Statement for the year ended on that date, together with the report of the Auditor's and Board of Director's Report thereon.
2. To appoint a Director in place of Mrs. Reena Sharma (DIN:06883803) who retire by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mrs. Seema Khan (DIN: 07639422) who retire by rotation and being eligible offers herself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), 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 there under, as amended from time to time, the Company hereby appoints M/s Rajeev Singh & Co., New Delhi (Firm Regn. No. 022953N) , as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 48th AGM of the Company to be held in the year 2022 at such remuneration plus service tax, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Mrs. Fatima Makdum Matikub (DIN 07927573), who was appointed as an Additional Director of the company by the Board of Directors with effect from September 4, 2017, in terms of Section 161(1) of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing her candidature for the office of director be and is hereby appointed as an Independent director of the Company in terms of section 149, 152 and other applicable provisions , if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for 5 (Five) consecutive years from the conclusion of this Annual General Meeting."

6. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT Mrs. Priti Pralhad Soni (DIN 07927441), who was appointed as an Additional Director of the company by the Board of Directors with effect from September 4, 2017, in terms of Section 161(1) of the Companies Act, 2013 and whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing her candidature for the office of director be and is hereby appointed as an Independent director of the Company in terms of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for 5 (Five) consecutive years from the conclusion of this Annual General Meeting.”

7. To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Manoj Chauhan (DIN 07835068) who was appointed as an Additional Director by the Board of Directors of the Company on May 29, 2017 and as per the provision of Section 161(1) of the Companies Act, 2013 whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of director be and is hereby appointed as an Executive Director of the Company.”

“RESOLVED FURTHER THAT in terms of Section 197, 198 and 203 if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, the consent of the members of the Company be and is hereby granted to appoint Mr. Manoj Chauhan (DIN 07835068) as Whole Time Director of the Company on such terms as may be decided by the Board and Mr. Manoj Chauhan (DIN 07835068) for a period of 3 (three) consecutive year w.e.f. May 29, 2017, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Manoj Chauhan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT Mrs. Seema Khan (DIN 07639422) who was appointed as an Additional Director by the Board of Directors of the Company on December 09, 2016, and as per the provision of Section 161(1) of the Companies Act, 2013 whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing her candidature for the office of director be and is hereby appointed as an Executive Director of the Company.

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of appointment of Mrs. Seema Khan (DIN: 07639422) as Managing Director of the Company, for a period of three years commencing from December 09, 2016 to December 08, 2019, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mrs. Seema Khan (DIN: 07639422), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board
Omansh Enterprises Limited**

**Manoj Chauhan
Whole Time Director
DIN: 07835068**

Date: September 4, 2017
Place: Delhi

Registered Office:
Shop No. Shop No. 37, QD Block, DDA Market,
Pitampura New Delhi - 110034

NOTES:

1. Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members

and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. The disclosures required under Regulation 27 of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 agreement in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
3. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, **M/s. Skyline Financial Services Private Limited, New Delhi.**
4. The Annual Report of the Company for the financial year ended March 31, 2017 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 on "Green Initiative of Ministry of Corporate Affairs for Corporate Governance". For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. **Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.**
5. 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 the 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 or to the Registrar and Share Transfer Agent.
6. The Register of Members and the Transfer Books of the Company shall remain closed on Tuesday the September 26, 2017 to Thursday the September 28, 2017.
7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. from 5-8 of the Notice, is annexed hereto.
8. All documents referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 pm up to the date of AGM, except Saturday.

9. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
10. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company is pleased to offer the option of E-Voting facility to all the members of the company. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating E-voting. The company has appointed Amit R Dadheech & Associates, Practicing Company Secretaries (**Membership No. 22889; Certificate of Practice No. 8952**) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

4. 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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) Mr. Amit R Dadheech, Practicing Company Secretary [Membership No. A22889] 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 Monday, 25th September 2017 [9:00 a.m.] and ends on Wednesday, 27th September 2017 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 22nd September 2017 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 name 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 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 48 hours from conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, 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.

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

6. 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.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
IN ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 28, 2017**

Sr. No	Name of the Director	Date of Birth	Date of Appointment	Qualification	Expertise in Specific Area	List of other Public Companies in which directorship is held
1.	Manoj Chauhan	07/10/1988	29/05/2017	HSC	Having vast knowledge in field of financing activities he is keenly engaged in the growth and development of the Company	Nil
2.	Seema Khan	14/01/1990	09/12/2016	Cleared SSC	She posses a rich experience in the business of trading in textile	Nil
3.	Reena Sharma	20/12/1973	07/10/2015	Graduate	Experienced as Director of Company for about 2 years	Nil
4.	Fatima Matikub	01/05/1984	04/09/2017	B.Com	Business of Beauty & Health product	Nil
5.	Priti Pralhad Soni	30/06/1983	04/09/2017	HSC	Expertise in the field of textile	Nil