

44TH ANNUAL GENERAL MEETING

OMANSH ENTERPRISES LIMITED

CIN: L21011DL1974PLC241646

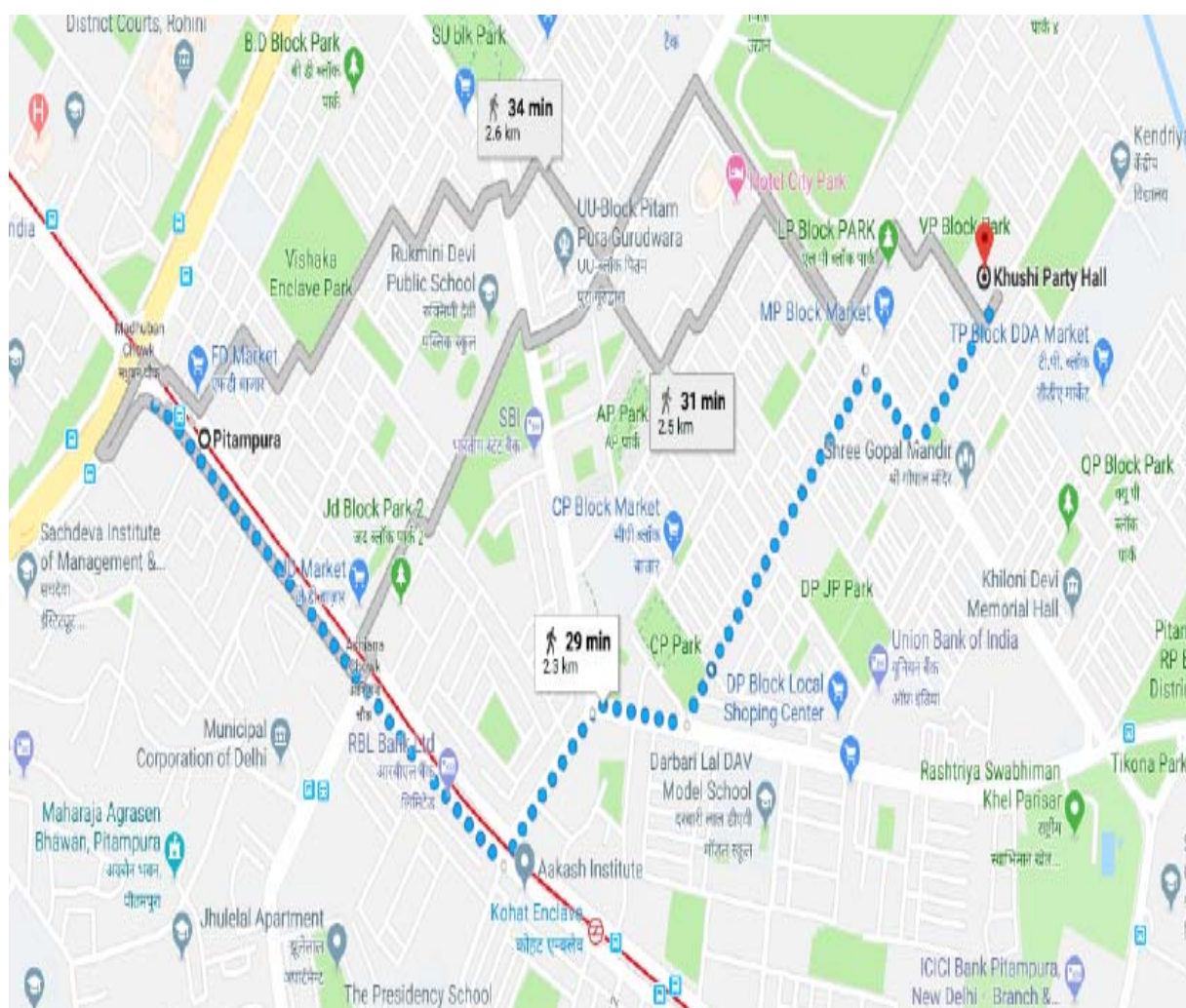
Regd. Off.: Shop No. QD-37, DDA Market, Pitampura New Delhi 110034

Email : info@omanshenterprises.com Website : www.omanshenterprises.com

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Route Map for 44th AGM Venue: - Khushi Banquet, MP Mall, MP Block, Pitampura, New Delhi-110034



OMANSH ENTERPRISES LTD

BOARD OF DIRECTORS

Chairperson	Mrs. Fatima Makdum Matikub
Managing Director	Mrs. Seema Khan
Whole Time Director	Mr. Radhe Shyam* <i>(*Resigned w.e.f. September 04, 2017)</i> Mr. Manoj Chauhan# <i>(#Appointed w.e.f May 29, 2017)</i>
CFO	Mr. Manoj Chauhan* <i>(*Appointed w.e.f September 04, 2017)</i>
Executive Director	Mr. Divesh Kumar Bajaj <i>(Removal u/s 167 w.e.f. August 11, 2017)</i>
Non Executive Independent Directors	Mrs. Fatima Makdum Matikub Mrs. Preeti Pralhad Soni
Company Secretary	Mr. Remo John
Audit Committee	Mr. Fatima Makdum Matikub, Chairperson Mr. Manoj Chauhan, Member Mr. Priti Pralhad Soni, Member
Nomination and Remuneration Committee	Mr. Priti Pralhad Soni, Chairperson Mr. Manoj Chauhan, Member Mr. Fatima Makdum Matikub, Member
Stakeholders' Relationship Committee	Mr. Manoj Chauhan Chairman Mr. Fatima Makdum Matikub, Member Mr. Priti Pralhad Soni, Member
Statutory Auditors	M/s. Rajeev Singh & Co., Chartered Accountants, Delhi
Secretarial Auditor	Amit R. Dadheech & Associates Practicing Company Secretary, Mumbai
Registered Office	Shop No. QD-37, DDA Market, Pitampura ,New Delhi - 110034
Registrar and Share Transfer Agent	Skyline Financial Services Private Limited 153/ A, 1 st Floor, Okhla Industrial Area, New Delhi - 110020 Ph. No. +91-(0) 11-6473 2681/6473 2682 Fax: +91-(0) 11-2681 2682 Email Id: admin@skylinerta.com
Bankers	HDFC Bank Ltd.

NOTICE

Notice is hereby given that 44TH Annual General Meeting of Omansh Enterprises Limited will be held on Friday, September 28, 2018 at Khushi Banquet, MP Mall, MP Block, Pitampura, New Delhi-110034 at 12.30 p.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 i.e. the Balance Sheet as at 31st March, 2018, the statement of Profit & Loss account and the Cash Flow Statement for the year ended on that date, together with the report of the Board of Director's and Auditor's report thereon.
2. To appoint a Director in place of Mrs. Seema Khan (DIN: 07639422) who retire by rotation and being eligible offer herself for re-appointment.

SPECIAL BUSINESS

3. **RATIFICATION FOR APPOINTMENT OF MR. MANOJ CHAUCHAN (DIN:- 07835068) AS WHOLE TIME DIRECTOR**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby granted for ratification of appointment of Mr. Manoj Chauhan (DIN: 07835068) as an Whole Time Director of the Company, for a period of 3 (Three) years w.e.f. May 29, 2017 on the terms and conditions including terms of remuneration as may be discussed between Mr. Manoj Chauhan and Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) with a liberty to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Manoj Chauhan."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Manoj Chauhan (DIN: 07835068) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Manoj Chauhan within such prescribed limit or ceiling as agreed by and between the Board and Mr. Manoj Chauhan without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

4. **TO RE-CLASSIFY THE STATUS OF CERTAIN PERSONS/ENTITIES OF PROMOTER & PROMOTER GROUP TO PUBLIC CATEGORY**

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

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status of all the Outgoing Individual Promoter as mention below and all other Individuals identified as Promoter Group due to relation with the Outgoing Individual Promoter in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if any, and other Individual categorized as the Promoter as per the

shareholding pattern of the Company from “Promoter & Promoter Group Category” to “Public Category” of the Company.

RESOLVED FURTHER THAT the status of the following persons/entities forming part of the “Promoter and Promoter Group” of the Company and from whom the Company has received the request for re-classification be and are hereby re-classified from “Promoter & Promoter Group Category” to “Public Category” of the Company:-

Sr. No.	Name of Person	No. of Shares held	% Holding
1.	O. P. Sukhija	7,00,000	3.94
2.	Neelam Bhatia	6,00,000	3.38
3.	Rashmi Sukhija	5,50,000	3.10
4.	Komal Sukhija	2,50,000	1.41
5.	Raj Kanta Sukhija	2,50,000	1.41
6.	Gaurav Sukhija (HUF)	1,50,000	0.85
7.	Pooja Bhatia	1,00,000	0.56
8.	Chander Bhan	1,00,000	0.56
9.	Neelam	1,00,000	0.56
10.	Shilpa Bhatia	50,000	0.28
11.	Gaurav Bhatia	50,000	0.28
12.	Mukesh Sukhija((HUF)	50,000	0.28
13.	Gaurav Mutreja	14,500	0.08
14.	Ranjitgarh Finance Company Private Limited	5,32,000	3.00
15.	Akshat Infracon Private Limited	5,00,000	2.82
16.	Achyot Properties Private Limited	4,50,000	2.54
17.	Atharva Professional Consultants LLP	4,15,591	2.34
TOTAL		50,12,091	28.24

RESOLVED FURTHER THAT the above ‘Outgoing Promoter’ and the persons acting in concert with them shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company and to take necessary corrective steps in order to comply with any requirements / criteria laid down under the Regulation 31A(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

RESOLVED FURTHER THAT on approval of the SEBI / Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

RESOLVED FURTHER THAT Mr. Manoj Chauhan, Whole Time Director of the Company and such other persons as authorized by the Board be and are hereby jointly and severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

Date: September 05, 2018

Place: New Delhi

**Regd. Office:
Shop No. QD-37, DDA Market,
Pitampura New Delhi - 110034**

**By Order of the Board
For Omansh Enterprises Limited**

**Sd/-
Manoj Chauhan
Whole Time Director
DIN: 07835068**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Under the Companies Act, 2013, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 500,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning Twenty Four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Company has notified closure of Register of Members and Share Transfer Books from, Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for convening the Annual General Meeting of the Company.
4. Members are requested to bring their copy of the Notice at the time of attending the Annual General Meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent i.e. M/s. Skyline Financial Services Private Limited, New Delhi. Details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.
7. Non-resident Indian Shareholders are requested to inform the Company immediately:-
 - a. Change in residential status on return to India for permanent settlement.
 - b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - c. Copy of Reserve Bank of India permission.
8.
 - a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
 - b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.
9. Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized.
10. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
11. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. 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/Registrar & Share Transfer Agent i.e. Skyline Financial Services Private Limited, New Delhi.
13. Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website: www.omanshenterprises.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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: info@omanshenterprises.com.

14. Instructions for members for voting electronically are as under:-

- a) The voting period begins on Tuesday, September 25, 2018 at 09:00 a.m. and ends on Thursday, September 27, 2018 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on to the e-voting website www.evotingindia.com.
- d) Click on Shareholders.
- e) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) 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.
- h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant < OMANSH ENTERPRISES LIMITED > on which you choose to vote.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r) 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.
- s) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t) 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 emailed 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.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Manoj Chauhan was appointed as Whole Time Director w.e.f. May 29, 2017. He is been rendering valuable services to the Company and has been looking after the compliances of applicable laws and regulations.

The Board of Directors have appointed Mr. Manoj Chauhan for a period of 3 (Three) year w.e.f. May 29, 2017. Now, this resolution is put before the shareholders of the Company for ratification of appointment of Mr. Manoj Chauhan as Whole Time Director of the Company.

The Board recommends the Resolution set out at Item No. 3 in this Notice for approval of the Members as Special Resolution.

None of the Directors of Key Management Personnel of the Company or their relatives, apart from the Director proposed to be appointed is concerned or interested in the proposed Resolution.

Item No. 4

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws as in force.

Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category', subject to the fulfillment of the conditions as provided therein.

The Company has received the request letters from all the Outgoing Promoters and other individuals belonging to the existing 'Promoter Group' of the Company due to relation with the outgoing individual promoter in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other Persons categorized as Promoters as per the latest Shareholding Pattern filed with the Stock Exchange by the Company in terms of Regulation 31 of the SEBI Listing Regulations, 2015 (hereinafter individually & jointly referred to as the 'Outgoing Promoters') to re-classify their status from "Promoter and Promoter Group Category" of the Company to "Public Category" in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Promoters and Promoter Group, from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

Sr. No.	Name of Person	No. of Shares held	% Holding
1	O P Sukhija	7,00,000	3.94
2	Neelam Bhatia	6,00,000	3.38
3	Rashmi Sukhija	5,50,000	3.1
4	Komal Sukhija	2,50,000	1.41
5	Raj Kanta Sukhija	2,50,000	1.41
6	Gaurav Sukhija (HUF)	1,50,000	0.85
7	Pooja Bhatia	1,00,000	0.56
8	Chander Bhan	1,00,000	0.56

9	Neelam	1,00,000	0.56
10	Shilpa Bhatia	50,000	0.28
11	Gaurav Bhatia	50,000	0.28
12	Mukesh Sukhija(HUF)	50,000	0.28
13	Gaurav Mutreja	14,500	0.08
14	Ranjitgarh Finance Company Private Limited	5,32,000	3
15	Akshat Infracon Private Limited	5,00,000	2.82
16	Achyot Properties Private Limited	4,50,000	2.54
17	Atharva Professional Consultants LLP	4,15,591	2.34
TOTAL		50,12,091	28.24

The Board of Directors of the Company at their meeting held on September 05, 2018 has favorably considered the request of the Outgoing Persons and have approved the Proposal of the Outgoing Promoters for re-classification, subject to the approval of members and other regulatory authorities,

Since, the Outgoing Promoters of the Company holds more than 10% of the total share capital of the Company (in concert with each other), the Company shall take necessary steps for meeting with the statutory requirements specified under the Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, before filing of application with BSE Ltd for re-classification of shares of the Promoter Group of the Company.

Further, the Outgoing Person(s) have agreed to abundant themselves from any of the following:

- any direct or indirect control over the affairs of the Company;
- any representations on the Board of Directors in the Company;
- any engagement in any management or day to day affairs of the Company;
- any influences on the decision taken by the Company;
- any special right through formal or informal arrangements with the Company

Post re-classification of shares of Promoter Group, the remaining member of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

Sr. No.	Name of Promoter	No. of Shares	% of Shares Held
1.	J.K. Latelier Limited	25,00,000	14.08%

The Board recommends the Special Resolution as set out at Item no. 4 of the Notice for approval of the Members.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolutions.

Date: September 05, 2018

Place: New Delhi

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

By Order of the Board
For Omansh Enterprises Limited

Sd/-
Manoj Chauhan
Whole Time Director
DIN: 07835068

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Name of the Director	Mrs. Seema Khan	Mr. Manoj Chauchan
DIN	07639422	07835068
Date of Birth	14/01/1990	07/10/1988
Date of Appointment	09/12/2016	29/05/2017
Qualification	Cleared SSC	HSC
Expertise in specific functional area	She posses a rich experience in the business of trading in textile.	Having vast knowledge in field of financing activities he is keenly engaged in the growth and development of the Company.
List of Public Companies in which outside Directorship held (including Foreign Companies)	N.A.	N.A.
Chairman/ Member of the Committee of Board of Directors of other Public Companies	N.A.	N.A.
No. of Shares Owned: a. Own b. For other persons on a beneficial basis	NIL -	NIL -