

# 45<sup>TH</sup> ANNUAL GENERALMEETING

**OMANSH ENTERPRISES LIMITED**

CIN: L21011DL1974PLC241646

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

Email: [omanshwork@gmail.com](mailto:omanshwork@gmail.com) Website: [www.omanshenterprises.in](http://www.omanshenterprises.in)



**OMANSH ENTERPRISES LTD**

**BOARD OF DIRECTORS**

<b>Chairperson</b>	Mrs. Fatima Makdum Matikub
<b>Managing Director</b>	Mrs. Seema Khan
<b>Whole Time Director</b>	Mr. RadheShyam* <i>(*Resigned w.e.f. September 04, 2017)</i> Mr. Manoj Chauhan# <i>(#Appointed w.e.f May 29, 2017)</i>
<b>CFO</b>	Mr. Manoj Chauhan* <i>(*Appointed w.e.f September 04, 2017)</i>
<b>Executive Director</b>	Mr. Divesh Kumar Bajaj <i>(Removal u/s 167 w.e.f. August 11, 2017)</i>
<b>Non Executive Independent Directors</b>	Mrs. Fatima MakdumMatikub Mrs. PreetiPralhadSoni
<b>Audit Committee</b>	Mr. Fatima MakdumMatikub, Chairperson Mr. Manoj Chauhan, Member Mr. PritiPralhadSoni, Member
<b>Nomination and Remuneration Committee</b>	Mr. PritiPralhadSoni, Chairperson Mr. Manoj Chauhan, Member Mr. Fatima MakdumMatikub, Member
<b>Stakeholders' Relationship Committee</b>	Mr. Manoj Chauhan Chairman Mr. Fatima MakdumMatikub, Member Mr. PritiPralhadSoni, Member
<b>Statutory Auditors</b>	M/s. Rajeev Singh & Co., Chartered Accountants, Delhi
<b>Registered Office</b>	Shop No. QD-37, DDAMarket, Pitampura ,New Delhi -110034
<b>Registrar and Share Transfer Agent</b>	Skyline Financial Services Private Limited 153/A, 1 <sup>st</sup> 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
<b>Bankers</b>	HDFC Bank Ltd.

### **NOTICE**

Notice is hereby given that 45<sup>th</sup> Annual General Meeting of Omansh Enterprises Limited will be held on Monday, September 30, 2019 at Khushi Banquet, MP Mall, MP Block, Pitampura, New Delhi-110034 at 12.30p.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, 2019 i.e. the Balance Sheet as at 31<sup>st</sup> March, 2019, 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 Mr. Manoj Chauhan (DIN: 07835068) who retire by rotation and being eligible offer herself for re-appointment.

**Date: May 30, 2019**

**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 intention 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, Tuesday, September 24, 2019 to Monday, September 30, 2019 (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.in](http://www.omanshenterprises.in) 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 asunder:-**

- a) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on Shareholders.
- d) 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.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g) 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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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 used only 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <OMANSHENTERPRISESLIMITED> on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) 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.
- r) 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 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s) 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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## **DIRECTOR'S REPORT**

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 45<sup>th</sup> Annual Report together with the Audited Statement of Accounts of M/s. Omansh Enterprises Limited ("the Company") for the year ended March 31, 2019.

### **1. Financial Performance**

(Amount in Rs.)

Particulars	Current year	Previous Year
Revenue	19,245,007.00	20,380,350.00
Less:- Total Expenses	19,098,172.00	20,236,507.50
<b>Profit Before Tax</b>	<b>146,835.00</b>	<b>143,842.50</b>
Less:- Tax Expenses		
Current Tax	38,178.00	39,382.00
Deferred Tax	0.00	665.00
<b>Profit/(Loss) after Tax</b>	<b>108,657.00</b>	<b>103,795.50</b>
<b>Earnings per share (Rs.)</b>		
Basic	0.01	0.00
Diluted	0.01	0.00

### **2. Brief description of the Company's working during the year**

During the year, your Company recorded Total Revenue of Rs. 19,245,007/- (previous year Rs. 20,380,350/-). During the Financial year, there has been a reduction in the Net Profit of the Company and it has recorded a Net Profit of **Rs. 108,657/-** as compared to a Net Profit of **Rs 103,795.50/-** in the previous year. Your Directors are optimistic about company's business and hopeful of better performance in the coming years.

### **3. Change in the Nature of Business**

During the year, there is no change in the nature of business activity of the company.

### **4. Dividend**

During the current year, the Board of Directors of the Company does not propose any dividend for the financial year ended March 31, 2019.

### **5. Transfer To Reserves in Terms of Section 134 (3) (f) of The Companies Act, 2013**

During the year, Rs. 108,657.00 was transferred to reserves out of the Profits earned for the financial year ended March 31, 2019.

### **6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

During the period between the end of the financial year of the company and the date of the report, there is no material changes and commitments which affect the financial position of the company.

### **7. Public Deposits**

The Company has neither accepted nor renewed any deposits during the Financial Year 2018-19 in terms of Chapter V of the Companies Act, 2013.

### **8. Directors and Key Managerial Personnel**

#### **A) Changes in Directors and Key Managerial Personnel**

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors are liable to retire by rotation and shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Manoj Chauhan (DIN: 07835068), Wholtime Director shall retire by rotation at the ensuing AGM, and being eligible, offer himself for reappointment in accordance with the provisions of the Companies Act, 2013.

Further during the year under review following directors/KMP of the Company have ceased to be Director of the Company during the year:-

Sr. No	Name of Board	Designation	Date of Resignation
1	Mr. Remo John	Company Secretary	November 14, 2018

The Board places on record its appreciation to the resigned directors, for their valuable guidance provided during their tenure as Director of the Company.

#### **B) Declaration of Independence By The Independent Directors**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

Your Company has received necessary declaration from each Independent Directors of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

#### **C) Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non - Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

#### **9. 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 fulfill the fit and proper criteria for appointment as Directors. Further, all Directors of the Company, other than Independent Directors, are liable to retire by rotation. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-election.

The Board, on the recommendation of the Nomination and Remuneration Committee, approved the Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company, a copy of which is enclosed as “**Annexure - I**” to this Report.

#### **10. Board Evaluation**

The Board carried out annual performance evaluation of its own performance and that of the individual Directors as also functioning of the Board Committees, as required in terms of Section 134(3)(p) of the Act. The performance evaluation of the Board and individual Directors was based on criteria approved by the Nomination and Remuneration Committee. The Directors expressed their satisfaction with the overall evaluation process.

#### **11. Number Of Board Meetings**

During the year under review, Five (5) meetings of the Board of Directors of the Company were held.

## **12. Board Committees**

Presently, the Company has three Board Committees with the following members:-

Audit Committee	Mr. Fatima Makdum Matikub, Chairperson Mr. Manoj Chauhan, Member Mr. PritiPralhadSoni, Member
Nomination and Remuneration Committee	Mr. PritiPralhadSoni, Chairperson Mr. Manoj Chauhan, Member Mr. Fatima MakdumMatikub, Member
Stakeholders Relationship Committee	Mr. Manoj Chauhan, Chairman Mr. Fatima MakdumMatikub, Member Mr. PritiPralhadSoni, Member

## **13. Director`s Responsibility Statement**

As required under Section 134(5) of the Act, your Directors confirm having: -

- i. followed in the preparation of the Annual Accounts, the applicable Accounting Standards with proper explanation relating to material departures, if any;
- ii. selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- iv. prepared the Annual Accounts on a going concern basis; and
- v. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.
- vi. having laid down the internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.

## **14. Subsidiaries, Associates And Joint Ventures**

The Company does not have any subsidiary, associate or joint venture.

## **15. Listing Information**

The Equity Shares of the Company are presently listed only at BSE Ltd.

## **16. Dematerialization Of Shares**

The securities of the Company are admitted with NSDL and CDSL, the ISIN allotted to the Company is INE378P01028.

## **17. Report On Corporate Governance**

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company since the paid up capital of the Company is below Rs. 10 crores and also the net worth of the Company is below Rs. 25 Crores. Thus, the Company is not required to attach the Corporate Governance report with the Report of the Board of Directors.

## **18. Corporate Social Responsibility**

During the financial year 2018-19, the Net Worth of the Company was Rs. 36,662,043.16, Turnover of the Company was Rs. 19,161,857 and Net profit of the Company was Rs. 1 08,657.00 therefore provisions of Section 135(1) of the Companies Act, 2013 are not applicable.

## **19. Particulars Of Employees And Related Disclosures**

The Company provides a gender friendly workplace, during the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

None of the employees of your Company is covered under the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.