

**48<sup>TH</sup>**

**ANNUAL GENERAL MEETING**

**OF**

**OMANSH**

**ENTERPRISES LIMITED**

# OMANSH ENTERPRISES LIMITED

CIN: L01100DL1974PLC241646

Regd. Off.: Office No. 153, 1<sup>st</sup> Floor, Vardhman Premium Mall, Opposite  
Kali Mata, Deepali Chowk, Pitampura, New Delhi-110034

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

## TABLE OF CONTENTS

Sr. No.	Particulars	Page No.
1.	Corporate Information	1
2.	Notice	2
3.	Directors' Report  Annexure-I (Declaration Of Independence ) Annexure-II (Policy on Remuneration of Directors Etc.) Annexure-III (Secretarial Audit Report) Annexure-IV (Management Discussion and Analysis) Annexure-V (Declaration on Compliance of the Company's Code of Conduct) Annexure-VI (Managing Director/Chief Financial Officer Certification )	32 - 61
4.	Independent Auditors' Report	71
5.	Financial Statements	87

## Corporate Information

Managing Director and Chief Financial Officer	Mr. Rakesh Kumar
Audit Committee	Mr. Satvinder Singh, Chairman Mr. Rakesh Kumar, Member Mr. Vipin Bharadwaj, Member
Nomination and Remuneration Committee	Mr. Satvinder Singh, Chairman Mr. Rakesh Kumar, Member Mr. Vipin Bharadwaj, Member
Stakeholders' Relationship Committee	Mr. Satvinder Singh, Chairman Mr. Rakesh Kumar, Member Mr. Vipin Bharadwaj, Member
Statutory Auditors	M/s. MKRJ & Co, Chartered Accountants, Delhi
Secretarial Auditor	M/s A. K. Nandwani & Associates Practicing Company Secretary, Delhi
Registered Office	Office No. 153, 1 <sup>st</sup> Floor, Vardhman Premium Mall, Opposite Kali Mata, Deepali Chowk, 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 -40450193-97, +91 -(0) 11 -2681 2682-83 Email Id: admin@skylinerta.com
Bankers	Canara Bank.

## **NOTICE OF 48<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 48<sup>TH</sup> ANNUAL GENERAL MEETING OF OMANSH ENTERPRISES LIMITED WILL BE HELD ON WEDNESDAY, 28<sup>TH</sup> DAY OF SEPTEMBER, 2022, AT 12:00 NOON THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY 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 31<sup>st</sup> March, 2022, together with the report of the Board of Director's and Auditor's report thereon.
- 2.** **To appoint a Director in place of Mr. Vipin Bharadwaj (DIN: 08770666) who retire by rotation and being eligible offer himself for re-appointment:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vipin Bharadwaj, Director (DIN: 08770666), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation.”

- 3.** **Appointment of M/s MKRJ & Co. (FRN-0030311N), Chartered Accountants as the Statutory Auditor of the Company:**

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 142 read with the provisions of The Companies (Audit and Auditors) Rules, 2014 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 MKRJ & Co. (FRN: 0030311N), Chartered Accountants, New Delhi, as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes, as may be mutually agreed between the said Auditors and Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** appointment and payment of remuneration to M/s MKRJ & Co. (FRN: 0030311N), Chartered Accountants, as Statutory Auditor of the Company from 10<sup>th</sup> February, 2022 to 28<sup>th</sup> September, 2022 (i.e. date of present AGM) be ratified.”

### **SPECIAL BUSINESS**

#### **4. To appoint Mr. Rakesh Kumar as Director of the Company**

To consider and if thought fit, to pass to the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Rakesh Kumar (DIN: 08913679), who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and in terms of SEBI LODR Regulations, 2015 with effect from Friday, 31<sup>st</sup> December, 2022 by the Board of Directors and who holds office upto this Annual General Meeting and, 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 his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

**5. To Appoint Mr. Rakesh Kumar as the Managing Director of the Company**

To consider and if thought fit, to give to pass the following resolution a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereto and the re-enactments thereof, also in terms of the approval accorded by the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded for appointment of Mr. Rakesh Kumar (DIN: 08913679) as the Managing Director of the Company whose office is, not liable to retire by rotation for a period of 5 (five) years with effect from Friday, 31<sup>st</sup> December, 2021, on such remuneration as set out in the Explanatory Statement annexed to this Notice of Annual General Meeting.”

**6. To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or

provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.

**RESOLVED FURTHER THAT** Mr. Rakesh Kumar, Managing Director and Mr. Satvinder Singh, Director of the Company, be and are hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

**7. To consider the revision in the borrowing limits under Section 180 (1) (c) of the Companies Act, 2013**

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the

shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.100,00,00,000 (Rupees One Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company, be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.100,00,00,000 (Rupees One Hundred Crore Only).



**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**Date: 24<sup>th</sup> August 2022**

**Place: New Delhi**

**Regd. Office: Office No. 153, 1st Floor, Vardhman  
Premium Mall, Opposite Kali Mata, Deepali Chowk  
Pitampura New Delhi – 110034**

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

**Sd/-  
Rakesh Kumar  
Managing Director  
DIN: 08913679**

## NOTES:

1. The present AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/ 2020 dated May 05, 2020, 02/ 2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 2/ 2022 dated May 05, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by The Securities and Exchange Board Of India (SEBI) (hereinafter collectively referred to as "the Circulars". Since this AGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/ OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.
2. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the AGM, through e-mail at [omanshwork@gmail.com](mailto:omanshwork@gmail.com).
3. The Register of Members and the Share Transfer Book of the Company shall remain closed from Thursday, 22<sup>nd</sup> September, 2022 to Tuesday, 27<sup>th</sup> September, 2022 (both days inclusive). The Notice of the AGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on 26<sup>th</sup> August, 2022.