

# OMANSH ENTERPRISES LIMITED

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

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October 14, 2017

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

Dear Sir / Madam,

**Sub: Annual Report for the Financial Year 2016-17**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2016-17 approved and adopted by the members as per provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, at the 43<sup>rd</sup> Annual General Meeting of the Company held on Thursday, the 28th day of September, 2017 at 12:30 P.M. at Khushi Banquet, MP Mall, MP Block Pitampura New Delhi.

The above is also uploaded on the Company's website viz. [www.omanshenterprises.com](http://www.omanshenterprises.com) and the portal of the stock exchange, where the securities of the Company are listed.

Thanking You,

Yours Faithfully

**For Omansh Enterprises Limited**



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

**OMANSH  
ENTERPRISES LIMITED**

**43<sup>RD</sup>  
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  
Fax: +91-(0) 11-2681 2682  
Email Id: admin@skylinerta.com

**Bankers** **Axis Bank**

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## NOTICE

Notice is hereby given that 43<sup>rd</sup> Annual General Meeting of Omansh Enterprises Limited will be held on Thursday, the 28<sup>th</sup> 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 48<sup>th</sup> 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, 25<sup>th</sup> September 2017 [9:00 a.m.] and ends on Wednesday, 27<sup>th</sup> September 2017 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 22<sup>nd</sup> 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](http://www.omanshenterprises.com) and on the website of CDSL i.e., [www.evotingindia.com](http://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

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

### **Item No. 5 & 6**

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mrs. Fatima Makdum Matikub (DIN: 07927573) and Mrs. Priti Pralhad Soni (DIN: 07927441) as Independent Director of the Company.

The Company has obtained a declaration that they meet the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, the proposed directors has fulfilled the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management. Notices as required under Section 160 of the companies act, 2013 have been received from some members proposing candidature of the said Independent Directors. Upon the confirmation of appointment of these individuals as independent Director by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to the said Independent Directors.

The Board recommends the Resolution set out at Item No. 4 & 5 of this Notice for approval of the Members as Ordinary Resolution.

Except, of Mrs. Fatima Makdum Matikub and Mrs. Priti Pralhad Soni, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution

### **Item No. 7**

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. 6 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 is concerned or interested in the proposed Resolution

### **Item No. 8**

Mrs. Seema Khan was appointed on the Board of the Company on December 9, 2016 and has been rendering valuable services to the Company. Considering the requirement of the Company, the Board of Directors of the Company has decided to appoint Mrs. Seema Khan as a Managing Director for a period of three years

from December 9, 2016 to December 8, 2019, subject to the approval of the shareholder and Central Government, if required.

Mrs. Seema Khan us under graduate and posses a rich experience in the business of trading in textile from a decade. Your Board is of the opinion that considering the experience of Mrs. Seema Khan in the business market, her appointment as Managing Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of her appointment is mentioned in the draft letter of appointment placed before the meeting approved by the Board of Directors/Nomination & Remuneration Committee at their meeting held on December 9, 2016.

### **1. Basic Salary**

Presently the Company is not proposing to pay any remuneration to the Managing Director. However, the terms of the appointment and remuneration may be revised at a later stage and with an authority to the Board to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance. No other Allowance or Perquisites are being offered to the Managing Director for the time being

### **2. General**

- i. The Managing Director shall perform her duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- iii. The Managing Director shall adhere to the Company's Code of Ethics & Conduct. The Remuneration Committee/Board of Directors will determine the amount of remuneration and increments payable every year depending on the performance of the Managing Director, profitability of the Company and other relevant factors. Mrs. Seema Khan satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Brief resume of Mrs. Seema Khan, nature of her expertise in specific functional areas, names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, her shareholding etc., are separately annexed hereto. Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits,

the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on December 9, 2016 approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mrs. Seema Khan is interested in this resolution which pertains to her appointment as Managing Director of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members

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

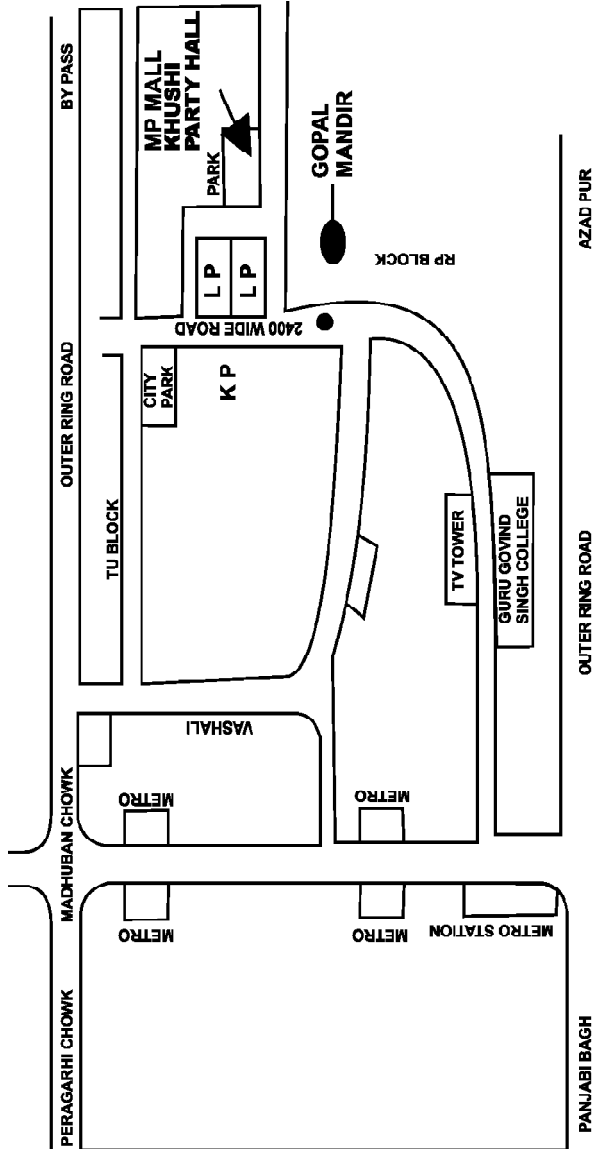
**Manoj Chauhan  
Whole Time Director  
DIN: 07835068**

**Date:** September 4, 2017

**Place:** Delhi

**Registered Office:**

Shop No. 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 43<sup>rd</sup> 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, 2017.

### 1. FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS

(Amount in Rs.)

Particulars	Current year	Previous Year
<b>Total Revenue</b>	<b>1,73,51,115.17</b>	<b>2,30,37,116.25</b>
Total Expenses	1,70,25,589.67	2,26,42,482.62
<b>Profit Before Tax</b>	<b>3,31,507.92</b>	<b>3,94,633.63</b>
<b>Tax Expenses</b>		
Current Tax	97,000.00	1,16,381.00
Deferred Tax	5,346.00	2,75,125.00
<b>Profit/(Loss) after Tax</b>	<b>2,29,161.92</b>	<b>3,127.63</b>
<b>Net Profit Transferred to Reserves</b>	<b>2,29,161.92</b>	<b>3,127.63</b>
<b>Earnings per share (Rs.)</b>		
Basic	0.01	0.00
Diluted	0.01	0.00

(b) During the year, your Company recorded Total Revenue of Rs. **1,73,51,115.17** (previous year Rs. **2,30,37,116.25**). The Company recorded a Net Profit of Rs. **2,29,161.92** during the financial year ended 31<sup>st</sup> March, 2017 as compared to a Net Profit of Rs. **3,127.63** 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, 2017.

(d) **Dividend**

Your Directors do not recommend any dividend for the year ended 31st March, 2017.

(e) **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**

On recommendation of Nomination and Remuneration Committee, Mr. Manoj



Chauhan was appointed as the Whole Time Director w.e.f. 29<sup>th</sup> May 2017 and Ms. Seema Khan (DIN: 07639422) had also been appointed as the Managing Director of the Company for a period of three years w.e.f. 9<sup>th</sup> December, 2016.

And after her appointment, Ms. Reena Sharma (DIN:06883803), stepped down from post of the Managing Director.

Mr. Gaurav Mutreja resigned as the Director of the Company w.e.f. 29<sup>th</sup> May, 2017 and Mr. Vidya Sagar Bhatia, resigned from Directorship of the Company on 29<sup>th</sup> June 2017. Further Mr. Radhey Shayam resigned from the Directorship of the Company on 4<sup>th</sup> September 2017.

Mrs. Fatima Makdum Matikub and Mrs. Preeti Pralhad Soni were appointed as the Additional Directors on the Board of the Company only on 4<sup>th</sup> September 2017 in the Category of the Independent Director and your directors recommend their appointment in the forthcoming AGM.

In accordance with the provisions of Section 167(1)(b) of Companies Act, 2013, Mr. Divesh Kumar Bajaj vacated his office of Independent w.e.f. 11<sup>th</sup> August 2017 as he had not attended any Board Meeting since 12<sup>th</sup> August 2016.

Mr. Praveen Kumar had also resigned from the position of Company Secretary and CFO of the Company w.e.f. 24<sup>th</sup> May, 2016 and Mr. Remo John was appointed as the Company Secretary and Compliance Officer w.e.f. 29<sup>th</sup> May 2017.

**(b) Retirement by rotation**

In accordance with the provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mrs. Reena Sharma (DIN:06883803) and Mrs. Seema Khan (DIN:07639422) will retire by rotation at the ensuing Annual General Meeting ('AGM') of the Company and, being eligible, offers themselves for re-appointment. Your Board has recommended their 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 and the details of Familiarization Programme imparted to Independent Directors is made available on the website of the Company.

**(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 retire by rotation. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-election.

#### (e) Remuneration Policy

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.

#### (f) 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.

#### 4. NUMBER OF BOARD MEETINGS

During the year ended 31<sup>st</sup> March, 2017, 5 (Five) meetings of the Board were held on 11<sup>th</sup> May 2016, 12<sup>th</sup> August 2016, 11<sup>th</sup> November 2016, 9<sup>th</sup> December 2016 and 11<sup>th</sup> February 2017.

#### 5. BOARD COMMITTEES

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

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

#### 6. DIRECTORS' 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.

## **7. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

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

## **8. LISTING INFORMATION**

The Equity Shares of the Company are presently listed only at BSE Ltd. The listing fee for the Financial Year 2017-18 is paid.

## **9. DEMATERIALIZATION OF SHARES**

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

## **10. 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.

## **11. CORPORATE SOCIAL RESPONSIBILITY**

During the financial year 2016-17, the Net Worth of the Company was Rs. 3,64,09,542.66, Turnover of the Company was Rs. 1,73,51,115.17 and Net profit of the Company was Rs. 2,29,161.00 therefore provisions of Section 135(1) of the Companies Act, 2013 are not applicable.

## **12. 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.

## **13. RISK MANAGEMENT**

The Board has approved the Risk Management Policy of the Company. The Company's risk management framework is designed to address risks intrinsic to operations, financials and compliances arising out of the overall strategy

of the Company. The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its objectives. The responsibility for management of risks vests with the Managers/ officers responsible for the day-to-day conduct of the affairs of the Company. Risk focused audits are carried out periodically by the Internal Auditors, which lead to identification of areas where risk management processes need to be strengthened. Annual update is provided to the Board on the effectiveness of the Company's risk management systems and policies.

#### **14. INTERNAL FINANCIAL CONTROLS & INTERNAL AUDIT**

The Company has adequate internal financial controls with respect to the financial statements, commensurate with the size and scale of the operations of the Company. During the year such controls were tested and no reportable material weakness in operation has been observed. Internal audit of the Company has been carried out during the year. The Audit Committee reviews the internal audit findings, provides guidance on internal controls and ensures that the internal audit recommendations are implemented.

#### **15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Particulars of loans given investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Financial Statements.

#### **16. RELATED PARTY TRANSACTIONS**

During the year ended on 31<sup>st</sup> March 2017 the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related dealing with related party transactions as approved by the Board is available on the website of the Company at weblink <http://www.omanshenterprises.com/wp-content/uploads/2015/08/Policy-on-materiality-of-Related-Party-Transactions-and-on-dealing-with-Related-Party-Transactions.pdf>

#### **17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS**

During the year under review, no significant or material orders were passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

#### **18. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 are provided under **Annexure II** to this Report.

## **19. AUDITORS AND AUDIT REPORT**

M/s Satyendra Mrinal & Associates, Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM. Since their term is expiring at the forthcoming AGM, thus pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s Rajeev Singh & Co., Chartered Accountants, as the Statutory Auditors of the Company, who have given their consent for the same, from the conclusion of the 43<sup>rd</sup> AGM till the conclusion of the 48<sup>th</sup> AGM of the Company to be held in the year 2022 subject to ratification of their appointment at every AGM to be held after this AGM.

The comments made by the Auditors' in their Report are self explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

## **20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **CONSERVATION OF ENERGY:**

Steps taken on conservation of energy and impact thereof: Efforts to conserve electricity by operating only necessary lights, fittings and fixtures were made during the financial year 2016-17.

Steps taken by the company for utilizing alternate sources of energy: NIL

Capital investment on energy conservation equipment: NIL.

### **TECHNOLOGY ABSORPTION:**

- (I) Efforts, in brief, made towards technology absorption and benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc : Nil
- (II) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:
  - A) Details of technology imported - NIL
  - B) Year of import –NIL
  - C) Whether the technology been fully absorbed - NIL
  - D) If not fully absorbed, areas where absorption has not taken place, and the reasons therefore – NIL
- III) Expenditure incurred on research and development – NIL

### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

There were no foreign exchange earnings or foreign exchange outflow during the year.

## 21. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013, the Company has appointed M/s. Amit R. Dadheech & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year 2016-17. The Secretarial Audit Report given by M/s. Amit R. Dadheech & Associates, Practicing Company Secretary is provided under **Annexure III** to this Report.

The comments made by the Secretarial Auditor are self explanatory and do not require and further comments. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## 22. ESTABLISHMENT OF VIGIL MACHENISM

The Vigil Mechanism Policy of the Company is formulated in terms of section 177 (9) of the Companies Act, 2013 read with the provisions of the Listing Agreement with the Stock Exchange(s) and thereby also incorporates Whistle Blower Policy. That as per the said policy protected disclosures can be made by the whistle blower to the dedicated e-mail / telephone line/ letter to Chairman of Audit Committee.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is available on the website of the Company at web-link <http://www.omanshenterprises.com/wp-content/uploads/2015/08/Vigil-Mechanism-and-Whistle-Blower-Policy.pdf>

## 23. ACKNOWLEDGEMENT

Your directors would like to express their sincere appreciation for the assistance and corporation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**For & on behalf of Board of Directors**  
**For Omansh Enterprises Limited**

**Date: September 4, 2017**  
**Place: New Delhi**

**Seema Khan**  
**Managing Director**  
**DIN: 07639422**

**Manoj Kumar Chauhan**  
**Wholetime Director**  
**DIN: 07835068**

**Omansh Enterprises Limited**  
Regd. Off.: Shop No. 37, QD Block,  
DDA Market, Pitampura,  
New Delhi – 110034  
**CIN: L21011DL1974PLC241646**  
Email ID: [info@omanshenterprises.com](mailto:info@omanshenterprises.com)

**NOMINATION & REMUNERATION POLICY  
(DIRECTORS, KMP & SENIOR MANAGEMENT)****INTRODUCTION**

In pursuance of the Company's philosophy to consider its employees as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and, in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination & Remuneration Committee and approved by the Board of Directors.

**OBJECTIVE**

The objective and purpose of the Policy are as given below:

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
2. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
3. To provide them reward linked directly to their effort, performance, dedication and achievement of Organization's goals as entrusted on them.
4. To retain, motivate and promote talent and to ensure long term retention of talented managerial persons and create competitive advantage. In the context of the aforesaid objectives the following policy has been framed and recommended by the Nomination & Remuneration Committee and adopted by the Board of Directors.

**PART – A****POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT****APPOINTMENT**

1. The candidate for a position at Director, KMP or Senior Management level is met by the Managing Director in consultation with the other Directors. The interview is targeted at assessing the candidate on his/ her functional & leadership capabilities and cultural fitment to the organization.
2. The MD assesses the shortlisted candidates.
3. The selected candidate's details and the proposed compensation is shared with the Nomination & Remuneration Committee for their review and suggestions. The same is shared with the Board at the next board meeting.

## **TERM/ TENURE**

The tenure for Directors shall be governed by the terms defined in the Companies Act, 2013. However, the tenure for other KMP and Senior Management Personnel will be governed by Terms of Appointment in accordance with the Recruitment Policy of the Company.

## **EVALUATION**

The performance of the KMP and Senior Management Personnel is evaluated at regular intervals (half yearly/ yearly) by the Managing Director. The performance evaluation of Independent Directors shall be done by the Board, excluding the Director being evaluated, basis the contributions made to the Board deliberations on various matters including business strategy, financial strategy, operations, cost and risk management, etc., and suggestions given in this regard.

## **REMOVAL**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Managing Director may recommend, to the Committee and the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said Act, rules and regulations.

For other KMP or Senior Management Personnel, the removal will be governed by the Terms of Appointment in accordance with the Recruitment Policy of the Company and the subsequent approval of the Managing Director.

## **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Managing Director will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **PART – B**

### **POLICY RELATING TO EVALUATION AND REMUNERATION OF THE KMP AND SENIOR MANAGEMENT PERSONNEL**

#### **EVALUATION PROCESS:**

The three Point Rating scale for performance review of Executive Director, KMP, and Senior Management is to be followed:

1. Rating on Basic Job Responsibilities: indicating whether the basic job responsibilities have been met during the year.
2. Rating on Goals: Annual rating on each goal on a five-point scale. Weighted average of the ratings is calculated to arrive at a 'Weighted Goal Score'.
3. Rating on Capabilities Factors: The qualitative aspects of the performance is assessed using the Capabilities Factors by the supervisor on a five-point scale.



Based on a holistic view of the Three Point Rating, the supervisor provides an overall Rating. This rating is reviewed by the Managing Director along with the immediate reporting officer, who does a Qualitative review of the performance based on the efforts put in by the employee, results achieved and impact of the external and internal factors, to arrive at a 'Final Annual Rating'.

The revision in the total remuneration is directly linked to the 'Final Annual Rating' for all employees.

1. The remuneration/ compensation/ commission etc. to the KMP and Senior Management Personnel will be determined by the Managing Director in consultation with other Directors (except the Independent Directors) in accordance with the Recruitment Policy of the Company, which is based upon the Final Annual Rating, employee potential and market benchmark compensation. The revised remuneration is shared with the Nomination & Remuneration Committee for review.
2. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

**For & on behalf of Board of Directors  
For Omansh Enterprises Limited**

**Date: September 4, 2017**  
**Place: New Delhi**

**Seema Khan**  
**Managing Director**  
**DIN: 07639422**

**Manoj Kumar Chauhan**  
**Wholetime Director**  
**DIN: 07835068**

**Omansh Enterprises Limited**  
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**CIN: L21011DL1974PLC241646**  
Email ID: [info@omanshenterprises.com](mailto:info@omanshenterprises.com)

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31/03/2017**

**[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS :**

i) CIN	L21011DL1974PLC241646
ii) Registration Date	20/03/1974
iii) Name of the Company	OMANSH ENTERPRISES LIMITED
iv) Category / Sub-Category of the Company	Public Company, Limited by Shares & Having Share Capital
v) Address of the Registered office and contact details	SHOP NO. 37, QD BLOCK, DDA MARKET, PITAMPURA, NEW DELHI - 110034 Email : info@omanshenterprises.com
vi) Whether listed company	Yes
vii) Name and Address of Registrar & Transfer Agents ( RTA )	
Name of Registrar & Transfer Agents	Skyline Financial Services Private Limited
Address	D-153 A, 1st Floor, Okhla Industrial Area, Phase-I
Town / City	New Delhi
State	Delhi
Pin Code	110020
Telephone	+91-(0)11-6473 2681/ 6473 2682
Fax Number	+91-(0)11-2681 2682
Email Address	admin@skylinerta.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

<b>SNo.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Whole sale of textiles and clothing	46411	98.92

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

**No. of companies for which information is being filled = NIL**

<b>SNo.</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associates</b>	<b>% of shares held</b>	<b>Applicable Section</b>
Not applicable					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**  
**A. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	3114500	0	3114500	17.55	3114500	0	3114500	17.55	0.00
b) Central Govt	0	0	0	0.00	0	0	0.00	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0.00	0.00	0.00
d) Bodies Corp.	4532000	0	4532000	25.53	4532000	0	4532000	25.53	0.00
e) Banks / FI	0	0	0	0.00	0	0	0.00	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0.00	0.00	0.00
<b>Sub-total (A) (1):-</b>	<b>7646500</b>	<b>0</b>	<b>7646500</b>	<b>43.08</b>	<b>7646500</b>	<b>0</b>	<b>7646500</b>	<b>43.08</b>	<b>0.00</b>
(2) Foreign	0	0	0	0.00	0	0	0	0.00	0.00
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>7646500</b>	<b>0</b>	<b>7646500</b>	<b>43.08</b>	<b>7646500</b>	<b>0</b>	<b>7646500</b>	<b>43.08</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3296183	25000	3321183	18.71	2695355	25000	2720355	15.33	-3.38
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1688546	410000	2098546	11.82	718726	409050	1127776	6.35	-5.47
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh *	3745717	616000	4361717	24.57	5227885	616000	5843885	32.92	8.35
c) Others (specify)	321054	1000	322054	1.81	410484	1000	411484	2.32	0.51
<b>Sub-total (B)(2):-</b>	<b>9051500</b>	<b>1052000</b>	<b>10103500</b>	<b>56.92</b>	<b>9052450</b>	<b>1051050</b>	<b>10103500</b>	<b>56.92</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>9051500</b>	<b>1052000</b>	<b>10103500</b>	<b>56.92</b>	<b>9052450</b>	<b>1051050</b>	<b>10103500</b>	<b>56.92</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>16698000</b>	<b>1052000</b>	<b>17750000</b>	<b>100.00</b>	<b>16698950</b>	<b>1051050</b>	<b>17750000</b>	<b>100.00</b>	<b>0.00</b>

## B. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Mr. Gaurav Mutreja	14500	0.08	0.00	14500	0.08	0.00	0.00
2	Mr. Chander Bhan	100000	0.56	0.00	100000	0.56	0.00	0.00
3	Ms. Atharva Professional Consultants LLP	500000	2.82	0.00	500000	2.82	0.00	0.00
4	Ms. J.K. L'atelier Limited	2500000	14.08	0.00	2500000	14.08	0.00	0.00
5	Mr. Gaurav Bhatia	50000	0.28	0.00	50000	0.28	0.00	0.00
6	Ms. Gaurav Sukhija (HUF)	250000	1.41	0.00	250000	1.41	0.00	0.00
7	Ms. Komal Sukhija	250000	1.41	0.00	250000	1.41	0.00	0.00
8	Ms. Mukesh Sukhija (HUF)	50000	0.28	0.00	50000	0.28	0.00	0.00
9	Ms. Neelam Bhatia	600000	3.38	0.00	600000	3.38	0.00	0.00
10	Ms. Neelam Rani	100000	0.56	0.00	100000	0.56	0.00	0.00
11	Mr. Om Prakash Sukhija	700000	3.94	0.00	700000	3.94	0.00	0.00
12	Ms. Pooja Bhatia	150000	0.85	0.00	150000	0.85	0.00	0.00
13	Ms. Raj Kanta Sukhija	250000	1.41	0.00	250000	1.41	0.00	0.00
14	Ms. Rashmi Sukhija	550000	3.10	0.00	550000	3.10	0.00	0.00
15	Ms. Shilpa Bhatia	50000	0.28	0.00	50000	0.28	0.00	0.00
16	Ms. Achyut Properties Private Limited	500000	2.82	0.00	500000	2.82	0.00	0.00
17	Ms. Ranjitarh Finance Company Private Limited	1032000	5.81	0.00	1032000	5.81	0.00	0.00

### C. Change in Promoters' Shareholding

S. No.	Name	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total shares of the company
SAME AS MENTIONED IN "B" ABOVE						

### D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total shares of the company
1	NAU NIDH FINANCE LIMITED	BODY CORPORATE	2500000	14.08	2500000	14.08
2	KAMALJIT GHAI	INDIVIDUAL	250000	1.41	250000	1.41
3	BHALINDER GHAI	INDIVIDUAL	250000	1.41	250000	1.41
4	HARMEET GHAI	INDIVIDUAL	250000	1.41	250000	1.41
5	GEETA CHADHA	INDIVIDUAL	250000	1.41	250000	1.41
6	MANAN NARANG	INDIVIDUAL	250000	1.41	500000	2.82
7	RAJIV CHADHA	INDIVIDUAL	250000	1.41	250000	1.41
8	NAVEEN NARANG	INDIVIDUAL	250000	1.41	500000	2.82
9	SUMITRA NARANG	INDIVIDUAL	250000	1.41	500000	2.82
10	SATISH CHANDER NARANG	INDIVIDUAL	250000	1.41	500000	2.82

## E. Shareholding of Directors and Key Managerial Personnel

S. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total shares of the company
1	Radhey Shayam	Whole Time Director	500	0.00	500	0.00
2	Gaurav Mutreja	Director	14500	0.08	14500	0.08

## V. INDEBTEDNESS:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	NOT APPLICABLE			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
<b>Change in Indebtedness during the financial year</b>				
Addition				
Reduction				
Net Change				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S. No.	Name of MD/WTD/ Manager	Gross Salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			As % profit	Others			
NOT ANY											

**B. Remuneration to other directors**

S. No.	Name of Director	Independent Directors			Total 1	Other Non-Executive Director			Total (2)	Total (1+2)	Total Managerial Remuneration	Over-all Ceiling as per the Act
		Fee for attending board/ committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				
NOT ANY												

**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD**

S. No.	Name of Key Managerial Personnel	Gross Salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			As % profit	Others		
Not Any										

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Detail of Penalty /Punishment/ Compounding fees imposed	Authority [RD/NCLT] Court]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty Punishment Compounding			NOT ANY		
<b>B. DIRECTORS</b>					
Penalty Punishment Compounding			NOT ANY		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			NOT ANY		

**For & on behalf of Board of Directors  
For Omansh Enterprises Limited**

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

**Seema Khan**  
**Managing Director**  
**DIN: 07639422**

**Omansh Enterprises Limited**  
Regd. Off.: Shop No. 37, QD Block,  
DDA Market, Pitampura,  
New Delhi – 110034  
**CIN: L21011DL1974PLC241646**  
Email ID: info@omanshenterprises.com



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the**  
**Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members  
Omansh Enterprises Limited,  
Shop No 37, QD Block, DDA Market  
Pitampura, New Delhi - 110034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Omansh Enterprises Limited (CIN: L21011DL1974PLC241646)** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Omansh Enterprises Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**We have examined the books, papers, minute books, forms and returns filed and other records maintained by Omansh Enterprises Limited for the financial year ended on March 31, 2017 according to the provisions of:**

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(During the period under review, the Company has not entered into any transaction requiring**

**compliances with the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings)**

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
8. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999)**
9. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)**
10. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
11. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
12. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**

**OTHER APPLICABLE LAWS:**

With respect to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable to the Company.

1. Indian Contract Act, 1872
2. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed.
3. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed.

**We have also examined compliance with the applicable clauses of the following:**

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with BSE Ltd. pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried unanimously, however, the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that during the audit period:**

1. During the financial year ended March 31, 2017, the Company has not appointed Company Secretary (CS) and Chief Financial Officer (CFO) on the Board of the Company in compliance with Section 203 of the Companies Act, 2013, however, the Company has appointed CS and CFO w.e.f. May 29, 2017 and September 4, 2017 respectively.
2. The Company has not appointed an Internal Auditor in compliance with provision of Section 138 of Companies Act, 2013
3. There were instances of delay in filing the Forms as required to be filed with Registrar of Companies, Delhi and the Company has paid additional fees for the same.

**Note: This report is to be read with our letter of even date, which annexed as Annexure A and forms an integral part of this report.**

## **Annexure A to the Secretarial Audit Report**

The Members

Omansh Enterprises Limited,  
Shop No 37, QD Block, DDA Market  
Pitampura, New Delhi - 110034

1. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
2. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
3. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
4. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Amit R. Dadheech & Associates**

**Amit R. Dadheech**  
**M. No.: 22889; C.P. No.: 8952**  
**Mumbai, September 4, 2017**

## MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2017 as under:

### • **Overview:**

The Indian textile industry is one the largest and oldest sectors in the country and among the most important in the economy in terms of output, investment and employment. The sector employs nearly 45 million people directly and it is one of the largest sources of employment generation in the country. The textile industry contributes to 10% of manufacturing production, 2% of India's GDP and to 13% of the country's export earnings. With direct linkages to the rural economy and the agriculture sector, it has been estimated that one of every six households in the country depends on this sector, either directly or indirectly, for its livelihood.

### • **Industry Structure:**

Raw material costs have been increasing globally, coupled with a shortage of skilled workers. While a shift is taking place of textiles industries from China and Bangladesh to India, the industrial climate in India has also become adverse due to regular increases in input costs. Any further appreciation of the Rupee will adversely affect exports from India. Though the spinning industry has fared somewhat better those with a presence in weaving, processing or even composite businesses are facing the heat due to increases in input cost without being able to pass on such higher costs to customers as the market is simply unable to absorb the same.

### • **Opportunities and Threat**

There is good scope for growth for the textile industry as India's share in the global trade in textiles is weak compared to other countries. The free trade environment is a great opportunity for the Indian textile industry to increase its share in the global market. Chinese exports are slowing down on account of various factors inclusive of increase in domestic demand and rising costs. This is a good opportunity of which our textile industry should make use but smaller countries like Bangladesh, Sri Lanka, Pakistan, Turkey and Vietnam etc. are becoming formidable challengers.

Lack of uninterrupted power, increased power costs, higher transaction costs, high cost of labour is hindering the progress. However, we are making all out efforts to cope with all these challenges by continuous efforts at cost reduction, process improvements, diversification of products and improving productivity by improving efficiencies

### • **Business operations:**

The Company is engaged in the business of Textile industry. During the year under review, the industry faced various challenges due to global and economic slowdown and increasing rates of interest rates. But looking at the huge potential in India for Textile, the company is hopeful of reenter into this sector. The growth in the sector is very good and Management expects better results in forth coming year.

## • Outlook

In light of the new and vibrant management of the company and steady growth in the operations of the company and looking at the huge demand for residential as well as commercial space in Delhi the company is hopeful of its upward performance the future growth for the benefit of its stakeholders at large.

## • Internal control System

The company has an effective internal control environment which ensures that operation are managed efficiently and effectively, assets are safeguarded, regulatory are complied with and transactions are recorded after appropriate authorization. The Company has an adequate internal control system commensurate with the size of the company and the nature of its business which ensures that functioning of the Company is managed efficiently and effectively, assets are safeguarded, regulatory compliances are complied with and transactions are recorded after appropriate authorization.

## • Human relations

Human resources have always been most valuable assets for Omansh Enterprises Limited. During the year the company has once again gained the confidence of its Human Resource as well and company constantly seeks to attract and retain the best available talent. Human resources management incorporates a process driven approach that invest regularly in the extensive training programs. The Company continued to enjoy healthy industrial relations during the year.

## • Forward Looking and Cautionary Statements:

Management Discussion and Analysis contains forward-looking statements concerning the Company's future plans, strategies, and performance. These forward-looking statements are not historical facts; rather, they represent assumptions and beliefs based on economic, financial, and competitive data currently available. Furthermore, they are subject to a number of risks and uncertainties that, without limitation, relate to economic conditions, fierce competition in the information service industry, customer demand, tax rules, regulations, and other factors. Readers of this annual report are cautioned not to place undue reliance on these forward-looking statements. The Company therefore wishes to caution readers that actual results may differ materially.

**On behalf of Board of Directors  
of Omansh Enterprises Limited**

**Seema Khan  
Managing Director  
DIN: 07639422**

**Manoj Kumar Chauhan  
Wholetime Director  
DIN: 07835068**

**Date: September 4, 2017  
Place: New Delhi**

**Omansh Enterprises Limited**  
Regd. Off.: Shop No. 37, QD Block,  
DDA Market, Pitampura, New Delhi – 110034  
**CIN: L21011DL1974PLC241646**  
Email ID: [info@omanshenterprises.com](mailto:info@omanshenterprises.com)

## **Independent Auditor's Report**

To the Members of Omansh Enterprises Limited

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of Omansh Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making

those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2017, its profit, and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;
  - e) On the basis of written representations received from the directors as on 31st March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of Section 164(2) of the Act;



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has not been an occasion in which the company, during the year under report, to transfer any sum to the Investor Education and Protection Fund. Hence, the question of delay in transferring such sum does not arise.
  - iv. The Company has provided requisite disclosures in Note No. 27 to these standalone financial statements as to the holding of Specified Bank Notes on November 8, 2016 to December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

**For Satyendra Mrinal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 017068N**

**S.K. Jain**  
**Partner**  
**Membership Number: 086103**

**Place: Delhi**  
**Date: 29th May 2017**

**Annexure 1 referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our Report of even date**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have been physically verified by the management at regular intervals, as informed to us no material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the Company has not acquired any immovable property during the year under audit, no comments under the sub-clause are required.
- (ii) The Company does not have any inventory and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act and hence clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the products/services of the Company.
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including income-tax and other statutory dues, as applicable, with the appropriate authorities in India;

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income tax which have not been deposited on account of any disputes. However the remaining taxes specified under the said sub-clause are not applicable to the company.

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not availed of any loans from any financial institution, bank or government and not issued any debentures.
- (ix) In our opinion and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and the company has not raised/taken any term loan.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the company has complied with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, there were no transactions with the related parties during the year, hence not commented upon.
- (xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with the directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Satyendra Mrinal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 017068N**

**S.K. Jain**  
**Partner**  
**Membership Number: 086103**

**Place: Delhi**  
**Date: 29th May 2017**

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF OMANSH ENTERPRISES LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Omansh Enterprises Limited

We have audited the internal financial controls over financial reporting of Omansh Enterprises Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act').

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing

and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Satyendra Mrinal & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 017068N**

**S.K. Jain**  
**Partner**  
**Membership Number: 086103**

**Place: Delhi**  
**Date: 29th May 2017**

## OMANSH ENTERPRISES LIMITED

Regd off: SHOP NO. OD-37, DDA MARKET, PITAMPURA NEW DELHI-110034

### BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017

Amount in ₹

Particulars	Note No.	As At 31.03.2017	As At 31.03.2016	
<b>I. EQUITY AND LIABILITIES</b>				
<b>(1) Shareholder's Funds</b>				
(a) Share Capital	2	35,500,000.00	35,500,000.00	
(b) Reserves and Surplus	3	909,542.66	680,380.74	
(c) Money received against share warrants		-	-	36,180,380.74
<b>(2) Share application money pending allotment</b>		-	-	-
<b>(3) Non-Current Liabilities</b>				
(a) Long-term borrowings		-	-	
(b) Deferred tax liabilities (Net)		1,213.00	-	
(c) Other Long term liabilities		-	-	
(d) Long term provisions		-	1,213.00	-
<b>(4) Current Liabilities</b>				
(a) Short-term borrowings		-	-	
(b) Trade payables	4	26,588,551.75	23,850,347.25	
(c) Other current liabilities	5	134,000.00	313,281.00	
(d) Short-term provisions		-	-	24,163,628.25
<b>Total</b>		63,133,307.41	60,344,008.99	
<b>II. ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Fixed assets				
(i) Tangible assets	6	28,886.00	49,025.00	
(ii) Intangible assets		-	-	
(iii) Capital work-in-progress		-	-	
(iv) Intangible assets under development		-	-	
(b) Non-current investments	7	8,015,000.00	8,015,000.00	
(c) Deferred tax assets (net)		-	4,133.00	
(d) Long term loans and advances	8	9,100,000.00	12,321,601.00	
(e) Other non-current assets		-	-	20,389,759.00
<b>(2) Current assets</b>				
(a) Current investments		-	-	
(b) Inventories		-	-	
(c) Trade receivables	9	43,118,082.46	39,310,544.46	
(d) Cash and cash equivalents	10	2,628,535.95	194,362.53	
(e) Short-term loans and advances	11	100,543.00	164,823.00	
(f) Other current assets	12	142,260.00	45,989,421.41	39,954,249.99
<b>Total</b>		63,133,307.41	60,344,008.99	
Significant Accounting Policies Notes on financial Statements	1-27			

In terms of our report attached  
**For Satyendra Mrinal & Associates**  
Chartered Accountants  
FRN: 017068N

For and on behalf of the Board of Directors  
**For Omansh Enterprises Limited**

**S.K. Jain**  
Partner  
M.No. 086103

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

**Seema Khan**  
Managing Director  
DIN: 07639422

**Remo John**  
Company Secretary  
M.No. : A46071

**Place : New Delhi**  
**Dated : 29th May 2017**

**Omansh Enterprises Limited**  
Regd. Off.: Shop No. 37, OD Block,  
DDA Market, Pitampura, New Delhi - 110034  
CIN: L21011DL1974PLC241646  
Email ID: info@omanshenterprises.com

## OMANSH ENTERPRISES LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

Amount in ₹

Particulars	Note No.	2016-17	2015-16
I. Revenue from operations	20	17,351,115.17	21,380,043.25
II. Other Income	21	5,982.42	1,657,073.00
<b>III. Total Revenue</b>	I+II	<b>17,357,097.59</b>	<b>23,037,116.25</b>
IV. Expenses:			
Purchase of Stock-in-Trade (Net of Return)		15,561,019.86	20,191,772.90
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	22	385,000.00	921,000.00
Financial costs	23	-	3,711.12
Depreciation and amortization expense	24	162,399.00	223,589.00
Other expenses	25	917,170.81	1,302,409.60
<b>IV. Total Expenses</b>		<b>17,025,589.67</b>	<b>22,642,482.62</b>
<b>V. Profit before exceptional and extraordinary items and tax</b>	III-IV	<b>331,507.92</b>	<b>394,633.63</b>
VI. Exceptional Items		-	-
<b>VII. Profit before extraordinary items and tax</b>	V-VI	<b>331,507.92</b>	<b>394,633.63</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax</b>	VII-VIII	<b>331,507.92</b>	<b>394,633.63</b>
X. Tax expense:			
(1) Current tax		97,000.00	116,381.00
(2) Deferred tax		5,346.00	275,125.00
<b>XI. Profit(Loss) from the period from continuing operations</b>	IX-X	<b>229,161.92</b>	<b>3,127.63</b>
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
<b>XIV. Profit/(Loss) from Discontinuing operations</b>	XII-XIII	<b>-</b>	<b>-</b>
<b>XV. Profit/(Loss) for the period</b>	XI+XIV	<b>229,161.92</b>	<b>3,127.63</b>
XVI. Earning per equity share:	26		
(1) Basic		0.01	0.00
(2) Diluted		0.01	0.00

In terms of our report attached  
**For Satyendra Mrinal & Associates**  
Chartered Accountants  
FRN: 017068N

**S.K. Jain**  
Partner  
M.No. 086103

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

**Seema Khan**  
Managing Director  
DIN: 07639422

**Remo John**  
Company Secretary  
M.No. : A46071

Place : New Delhi  
Dated : 29th May 2017

**Omansh Enterprises Limited**  
Regd. Off.: Shop No. 37, QD Block,  
DDA Market, Pitampura, New Delhi – 110034  
CIN: L21011DL1974PLC241646  
Email ID: info@omanshenterprises.com

For and on behalf of the Board of Directors  
**For Omansh Enterprises Limited**



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(Amount in ₹)

Particulars	2016-17	2015-16
<b>A. Cash Flow from Operating Activities :</b>		
<b>Profit/(Loss) before Taxation</b>	331,508	394,634
Adjustments for :		
Depreciation	20,139	81,329
Preliminary expenses	142,260	142,260
Loss / (Profit) on Sale of assets	-	-
Finance cost	-	3,711
Interest Income	-	-
<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>493,907</b>	<b>621,934</b>
Adjustments for :		
Trade and Other Receivables	(3,807,538)	198,975
Inventories	-	-
Loans and Advances	3,285,881	(4,365,027)
Trade and Other Payables	2,558,924	859,666
Provisions	-	-
Other current Assets	-	6,837
<b>Cash Generated from Operations</b>	<b>2,531,173</b>	<b>(2,677,615)</b>
Direct Tax Paid	(97,000)	(116,381)
<b>Net Cash generated from Operating Activities</b>	<b>2,434,173</b>	<b>(2,793,996)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	-	-
Sale of assets	-	-
Investments	-	-
Interest Income	-	-
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds of Borrowings	-	-
Finance cost	-	(3,711)
<b>Net Cash generated from in Financing Activities</b>	<b>-</b>	<b>(3,711)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>2,434,173</b>	<b>(2,797,708)</b>
<b>Cash and Cash Equivalents: Opening</b>	<b>194,362</b>	<b>2,992,070</b>
<b>Cash and Cash Equivalents: Closing</b>	<b>2,628,536</b>	<b>194,362</b>

**Notes:**

1. The above Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard on Cash Flow Statement (AS-3)
2. Figures in Brackets indicate Cash Outflow.
3. Previous Year's figures have been recast, regrouped and restated where ever necessary.

In terms of our report attached  
**For Satyendra Mrinal & Associates**  
**Chartered Accountants**  
**FRN: 017068N**

For and on behalf of the Board of Directors  
**For Omansh Enterprises Limited**

**S.K. Jain**  
**Partner**  
**M.No. 086103**

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

**Seema Khan**  
**Managing Director**  
**DIN: 07639422**

**Remo John**  
**Company Secretary**  
**M.No. : A46071**

**Place : New Delhi**  
**Dated : 29th May 2017**

**Omansh Enterprises Limited**  
 Regd. Off.: Shop No. 37, QD Block,  
 DDA Market, Pitampura, New Delhi – 110034  
 CIN: L21011DL1974PLC241646  
 Email ID: info@omanshenterprises.com

## Notes Forming Part of Financial Statements

### NOTE: 1

#### A. CORPORATE INFORMATION

The company is engaged in the business of trading in Cloth/ Clothing/Fabric in India, the disclosure requirements of Accounting Standard-17 Segment Reporting are not applicable.

#### B. SIGNIFICANT ACCOUNTING POLICIES :

##### I. BASIS OF PREPARATION

The accompanying financial statements have been prepared and presented as a going concern, under historical cost convention, on the accrual basis of accounting unless otherwise stated in accordance with the generally accepted accounting principles in India (Indian GAAP) and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (The Act), read with paragraph 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

##### II. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and disclosure of contingent liabilities, at the end of the reporting period. Although, these

estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Significant estimates used by the management in the preparation of these financial statements include the useful life of fixed assets and intangible assets and provisions for doubtful debts/advances. Difference, if any, between the actual results and estimates are recognized in the period in which the results are known/materialized.

### **III. FIXED ASSETS AND DEPRECIATION**

Fixed assets are recorded at cost of acquisition and installation including freight, duties, levies less accumulated depreciation. Cost of acquisition includes rates, taxes, and any other directly attributable cost for bringing the asset to its working condition for intended use.

Depreciation on Tangible Fixed Assets is provided on Written Down Value method using the rates arrived at based on the useful lives as specified in the Schedule II of the Companies Act, 2013, or estimated by the management. The Company has used the following useful life to provide depreciation on its fixed assets.

**(a) : Assets where useful life is same as Schedule II**

<b>Assets</b>	<b>Useful Life as Prescribed by Schedule II of the Companies Act, 2013</b>
Factory Building	30 years
Plant & Machinery (other than continuous process plant not covered under specific industries)	15 years
Furniture & Fittings	10 years
Motor Cycles, scooters and other mopeds	10 years
Vehicles (Motor Cars)	8 years
Office Equipments	5 years
Computer, printers & data processing units	3 years
Electrical Installations	10 years

**(b) Assets where useful life differ from Schedule II**

Fixed Assets, individually costing less than Rupees five thousand, are fully depreciated in the year of purchase.

**(c) Depreciation**

Depreciation on the Fixed Assets added/disposed off/discarded during the year is provided on pro-rata basis with reference to the date of addition/disposal/discarding and in the case of capitalisation of any asset, depreciation is charged from the date the same is ready/put to use to the Statement of Profit and Loss.

**IV. INTANGIBLE ASSETS AND AMORTISATION**

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

The Company amortises miscellaneous expenditure representing the Company's formation expenses over a period of 5 years. Further, the cost of Direct Listing of Equity Shares on BSE Limited has also been included in the same.

#### **V. BORROWING COSTS**

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

#### **VI. FOREIGN CURRENCY TRANSACTIONS**

The Company has not dealt with any foreign currency transaction during the Financial Year.

#### **VII. INVESTMENTS**

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Investments are recorded at cost on the date of purchase, which include acquisition charges such as brokerage, stamp duty, taxes, etc. Current Investments are stated at lower of cost and net realisable value. Long-term investments are stated at cost after deducting provisions made, if any, for other than temporary diminution in the value.

#### **VIII. REVENUE RECOGNITION**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.

Revenue from sale of products is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sale of goods are recorded net of trade discounts, rebates, Sales Tax, Value Added Tax and gross of Excise Duty.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income on investments is accounted for on receipt of the same.

All expenses and income to the extent considered payable and receivable respectively unless specifically stated be otherwise, are accounted for on mercantile basis.

## **IX. RETIREMENT AND OTHER EMPLOYEE BENEFITS**

### **(a) Provident Fund**

Provision of Provident Fund is not applicable to the Company.

### **(b) Gratuity**

No provision for gratuity has been made as there is no amount due towards Gratuity payable.

### **(c) Compensated Leaves**

Unutilized leave of staff lapses as at the year end and is not encashable. Accordingly, no provision is made for compensated Leaves.

## **X. TAXATION**

Tax expense comprises of current and deferred tax.

### **Current Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Minimum Alternative Tax (MAT) credit is recognized where there is convincing evidence that the same can be utilized in future.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

## **Deferred Tax**

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.

The carrying amount of deferred tax assets are reviewed at each Balance Sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain, that sufficient future taxable income will be available.

In case of unabsorbed losses and unabsorbed depreciation, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profit. At each Balance Sheet date, the Company reassesses the unrecognised deferred tax assets.

## **XI. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **XII. EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period and for all periods presented is adjusted for events such

as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### **XIII. CONTINGENT LIABILITIES AND PROVISIONS**

Contingent Liabilities are possible but not probable obligations as on Balance Sheet date, based on the available evidence.

Provisions are recognised when there is a present obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date.

#### **(C) OTHER SIGNIFICANT NOTES:**

1. In the opinion of the Company's management, the value of Inventories, loans & advances, trade receivables and other current/non-current assets are not less than the amount at which they are stated in the balance sheet.
2. There are no dues to micro and small-scale enterprises as per The Micro, Small and Medium Enterprises Development Act, 2006 based on information available with the Company.
3. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
4. No expenses have been admitted other than those reflected in financial Statements.



## OMANSH ENTERPRISES LIMITED

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

### Notes on Financial Statements for the Year ended 31.3.2017

Previous year figures have been regrouped/re-classified, wherever necessary to conform to current year presentation .

#### 2. SHARE CAPITAL

<u>Share Capital</u>	31.03.2017		31.03.2016	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 2/- each	17,750,000	35,500,000.00	17,750,000	35,500,000.00
<b>Issued</b>				
Equity Shares of Rs. 2/- each	17,750,000	35,500,000.00	17,750,000	35,500,000.00
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 2/- each	17,750,000	35,500,000.00	17,750,000	35,500,000.00
<b>Subscribed but not fully Paid up</b>				
Equity Shares of Rs.2/- each not fully paid	-	-	-	-
<b>Total</b>	17,750,000	35,500,000	17,750,000	35,500,000

2.2. The reconciliation of the number of shares outstanding is set out below :-

<b>Particulars</b>	<b>Equity Shares</b>	
	<b>Number</b>	<b>Amount</b>
Shares outstanding at the beginning of the year	17,750,000	35,500,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	17,750,000	35,500,000

2.3. The detail of shareholders holding more than 5% shares :-

NAME OF SHARE HOLDER	31.03.2017		31.03.2016	
	NO. OF SHARES HELD	% OF HOLDING	NO. OF SHARES HELD	% OF HOLDING
J K Latelier Limited	2,500,000	14%	2,500,000	14%
Nau-Nidh Finance Limited	2,500,000	14%	2,500,000	14%
Total	5,000,000	28%	5,000,000	28%

2.4. Change in capital for the period of 5 yrs immediately preceding the date as at which the Balance Sheet is prepared due to :-

Particulars	Year (Aggregate No. of Shares)				
	31.03.13	31.03.14	31.03.15	31.03.16	31.03.17
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

2.5. Details of Unpaid calls relating to :-

Unpaid Calls	Amount
By Directors	-
By Officers	-

2.6. The company do not have any preference shares capital

2.7. All equity shares of the company rank parri passu with regards to the rights, preferences & restrictions attaching them.

2.8. Forfeited shares (amount originally paid up) : NIL

2.9. The company do not have any holding company

### 3. RESERVES & SURPLUS

Particulars	31.03.2017 Amount	31.03.2016 Amount
<b><u>A. Investment Allowance</u></b>		
Opening Balance	210,959.04	210,959.04
Addition	-	-
Deletions	-	-
Closing Balance	210,959.04	210,959.04
<b><u>B. Capital Reserve</u></b>		
Opening Balance	2,890,515.00	2,890,515.00
Additions	-	-
Deletions	-	-
Closing Balance	2,890,515.00	2,890,515.00
<b><u>C. Surplus</u></b>		
Opening balance	(2,421,093.30)	(2,424,220.93)

(+) Net Profit/(Net Loss) For the current year	229,161.92	3,127.63
(+) Transfer from Reserves	-	-
(-) Proposed Dividends/Interim Dividends	-	-
(-) prov for tax for prvs years/fbt	-	-
(-) Depreciation difference due to CA, 2013	-	-
Closing Balance	(2,191,931.38)	(2,421,093.30)
<b>Total</b>	<b>909,542.66</b>	<b>680,380.74</b>

#### 4. TRADE PAYABLES

Particulars	31.03.2017 Amount	31.03.2016 Amount
a. Trade Payables	26,588,551.75	23,850,347.25
b. Others	-	-
<b>Total</b>	<b>26,588,551.75</b>	<b>23,850,347.25</b>

#### 5. OTHER CURRENT LIABILITIES

Particulars	31.03.2017 Amount	31.03.2016 Amount
(a) Current maturities of long-term debt (refer Note No. 3)	-	-
(b) Interest accrued but not due on borrowings	-	-
(c) Interest accrued and due on borrowings	-	-
(d) Income received in advance	-	-
(e) Other payables *	111,000.00	290,381.00
(f) audit fee	23,000.00	22,900.00
<b>Total</b>	<b>134,000.00</b>	<b>313,281.00</b>

\* Includes statutory dues, security deposit, Rent Payable and advance from customers

6. FIXED ASSETS

Particulars	Gross Block				Accumulated Depreciation				Net Block			
	Balance as at 1/4/16	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (impairments)	Balance as at 31/3/17	Balance as at 1/4/16	Depreciation for the Year	Adjustment due to revaluations	On disposals	balance as at 31/3/17	Balance as at 31/3/17	Balance as at 31/3/16
<b>A Tangible Assets</b>												
<b>OWNASSETS :</b>												
Land	-	-	-	-	-	-	-	-	-	-	-	-
Buildings	-	-	-	-	-	-	-	-	-	-	-	-
Plant and Equipment	-	-	-	-	-	-	-	-	-	-	-	-
Furniture and Fixtures	-	-	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-
Office equipment	-	-	-	-	-	-	-	-	-	-	-	-
Computers	577,725.00	-	-	-	577,725.00	528,700.00	20,139.00	-	-	548,839.00	28,886.00	49,025.00
Electrical Installations	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total</b>	577,725.00	-	-	-	577,725.00	528,700.00	20,139.00	-	-	548,839.00	28,886.00	49,025.00
<b>LEASED ASSETS :</b>												
Plant and Equipment	-	-	-	-	-	-	-	-	-	-	-	-
Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total A</b>	577,725.00	-	-	-	577,725.00	528,700.00	20,139.00	-	-	548,839.00	28,886.00	49,025.00
<b>B Intangible Assets</b>												
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-
Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total B</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total A+B</b>	577,725.00	-	-	-	577,725.00	528,700.00	20,139.00	-	-	548,839.00	28,886.00	49,025.00
<b>PREVIOUS YEAR</b>	577,725.00	-	-	-	577,725.00	447,371.00	81,329.00	-	-	528,700.00	49,025.00	130,354.00
<b>C Capital Work In Progress</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>D Intangible assets under Development</b>	-	-	-	-	-	-	-	-	-	-	-	-

Note : Depreciation on fixed assets has been provided as per WDV method given in the Companies Act, 2013.

## 7. NON CURRENT INVESTMENTS

<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
(a) Investment in Equity instruments	8,015,000.00	8,015,000.00
(b) Other non-current investments (specify nature)	-	-
<b>Total</b>	<b>8,015,000.00</b>	<b>8,015,000.00</b>
<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
Aggregate amount of quoted investments (Market value of Rs.57,25,500/- (Previous Year Rs. 62,97,500/-)	8,015,000.00	8,015,000.00
Aggregate amount of unquoted investments (Previous Year 'NIL')	-	-

## 8. LONG TERM LOANS & ADVANCES (Unsecured and Considered Good)

<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
Capital Advances	-	-
Other loans and advances	9,100,000.00	12,321,601.00
<b>Total</b>	<b>9,100,000.00</b>	<b>12,321,601.00</b>

8.1 Loans and advances due by directors / officers or any of their related party : Nil  
(Previous year : NIL)

## 9. TRADE RECEIVABLES

(Unsecured and Considered Good)

<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
Over six months	38,260,544.46	39,260,544.46
Others	4,857,538.00	1,050,000.00
<b>Total</b>	<b>43,118,082.46</b>	<b>39,310,544.46</b>

9.1 Trade Receivable stated above due to directors / officers or any of their related party : Nil  
(Previous year : NIL)

## 10. CASH AND CASH EQUIVALENTS

<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
Balances with banks*	2,297,427.97	30,213.55
Bank deposits*	-	-
Cash in hand	331,107.98	164,148.98
Others (specify nature)	-	-
<b>Total</b>	<b>2,628,535.95</b>	<b>194,362.53</b>

\* Deposits with banks include, deposit of Rs.NIL (Prev.Yr : Rs NIL) within the maturity of 12 months.

\* Bank Deposits include, deposit of Rs.NIL (Prev.Yr : Rs. ) given as security for LC

## 11. SHORT TERM LOANS & ADVANCES

(Unsecured and Considered Good)

<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
Loans and advances to related parties	-	-
Other loans and advances	100,543.00	164,823.00
<b>Total</b>	<b>100,543.00</b>	<b>164,823.00</b>

11.1 Loans and advances due by directors / officers or any of their related party : NIL (Prvs Yr : NIL)

## 12. OTHER CURRENT ASSETS (SPECIFY NATURE)

<b>Particulars</b>	<b>31.03.2017 Amount</b>	<b>31.03.2016 Amount</b>
Interest Accrued on Investments	-	-
Others (includes preliminary exp. to the extent not w/off or adj)	142,260.00	284,520.00
<b>Total</b>	<b>142,260.00</b>	<b>284,520.0</b>

13. Contingent liabilities and commitments (to the extent not provided for) : NIL (Prvs Yr : NIL)
14. The management confirms that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required
15. No expenses have been admitted other than those reflected in financial Statements
16. Disclosure as to reliable value :

In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated, except as stated below:

Name of Assets	Realisable Value	Value in Balance Sheet	Opinion of Board
<b>NIL</b>			

17. The balances of sundry creditors, sundry debtors and other parties are subject to confirmation.

18. The Company has no subsidiaries.

19. During the year under reference the Company did not have any employee(s) drawing remuneration equal to or more than the prescribed limits

#### 20. REVENUE FROM OPERATIONS

Particulars	2016-17 Amount	2015-16 Amount
Sale of products (Net of Returns)	17,164,132.00	20,847,079.00
Other operating revenues	186,983.17	532,963.75
<b>Total</b>	<b>17,351,115.17</b>	<b>21,380,043.25</b>

#### 20.1 PARTICULARS OF SALE OF PRODUCTS

Particulars	2016-17 Amount	2015-16 Amount
Fabrics	17,164,132.00	20,847,079.00
Others	-	-
<b>Total</b>	<b>17,164,132.00</b>	<b>20,847,079.00</b>

#### 21. OTHER INCOME

Particulars	2016-17 Amount	2015-16 Amount
<b>Interest</b>		
Bank Interest Income	4,044.42	118,670.00
Other Interest Income	-	1,529,557.00
Interest on Income Tax Refund	1,938.00	3,121.00
Dividend	-	5,725.00
<b>Total</b>	<b>5,982.42</b>	<b>1,657,073.00</b>

## 22. EMPLOYEE BENEFITS EXPENSES

<b>Particulars</b>	<b>2016-17 Amount</b>	<b>2015-16 Amount</b>
Salary & Wages	385,000.00	921,000.00
Staff welfare expenses	-	-
Others	-	-
<b>Total</b>	<b>385,000.00</b>	<b>921,000.00</b>

## 23. FINANCE COSTS

<b>Particulars</b>	<b>2016-17 Amount</b>	<b>2015-16 Amount</b>
Bank Charges	-	3,711.12
Other borrowing costs	-	-
<b>Total</b>	<b>-</b>	<b>3,711.12</b>

## 24. DEPRECIATION AND AMORTISATION EXPENSES

<b>Particulars</b>	<b>2016-17 Amount</b>	<b>2015-16 Amount</b>
Depreciation	20,139.00	81,329.00
Amortisation of expenses	142,260.00	142,260.00
Others	-	-
<b>Total</b>	<b>162,399.00</b>	<b>223,589.00</b>



**25. OTHER EXPENSES**

<b>Particulars</b>	<b>2016-17 Amount</b>	<b>2015-16 Amount</b>
Administrative Charges	33,306.00	58,466.00
Advertisement Charges	49,904.60	41,888.00
Bank Charges	-	-
Conveyance	64,948.00	110,634.00
Dematerialisation Expenses	0.00	38,850.00
Electricity & Water Expenses	9,382.00	79,910.00
Fees To Rta	28,161.00	30,884.00
Fees To Stock Exchanges	33,275.00	2,733.00
Filing Fees	7,200.00	9,600.00
Freight Expenses	31,280.81	-
Interest/Penalty On Income Tax/Vat/Tds	3,400.00	8,000.00
Listing Fees	228,000.00	228,000.00
Meeting Expenses	58,786.00	80,800.00
Interest on BSE Fee	18,430.00	0.00
Misc Expenses	53,778.40	96,554.60
Payments To Auditors	23,000.00	22,900.00
Postage & Telegram	4,459.00	10,314.00
Printing & Stationery	46,208.00	56,974.00
Professional Fees	50,000.00	14,000.00
Staff welfare expenses	-	56,204.00
Rent	168,000.00	342,000.00
Telephone Expenses	5,652.00	10,748.00
Website Expenses	0.00	2,950.00
<b>Total</b>	<b>917,170.81</b>	<b>1,302,409.60</b>

## 25.1 PAYMENT TO AUDITORS

<b>Particulars</b>	<b>2016-17 Amount</b>	<b>2015-16 Amount</b>
Auditor	23,000.00	22,900.00
Reimbursement of expenses	-	-
<b>Total</b>	<b>23,000.00</b>	<b>22,900.00</b>

## 26. EARNING PER SHARE

<b>Particulars</b>	<b>2016-17 Amount</b>	<b>2015-16 Amount</b>
Net Profit after tax as per statement of profit & loss attributable to Equity Shareholders	229,161.92	3,127,63
Weighted Average number of equity shares used as denominator for calculating EPS	17,750.00	17,750,000
Basic and Diluted EPS (Rs)	0.01	0.00
Face Value per Equity Shares (Rs.)	2.00	2.00

**27. DISCLOSURE REGARDING SPECIFIED BANK NOTES**

<b>Particulars</b>	<b>Specified Bank Notes</b>	<b>Other Denomination Notes</b>	<b>Total</b>
Closing Cash in hand as on 08th Nov, 2016	766,000.00	53,755.00	819,755.00
(+) Permitted Receipts			
(+) Permitted Payments			
(+) Amount Deposited in Banks	766,000.00		766,000.00
Closing Cash in hand as on 30th Dec, 2016		33,801.00	33,801.00

**Related Parties as per AS 18 with whom transactions have taken place during the year**

There is no related party transactions during the Financial Year

**Omansh Enterprises Limited**

CIN: L21011DL1974PLC241646

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

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

**ATTENDANCE SLIP**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*	
No. of Shares	
Name and Address of the Shareholder	
Name and Address of the Proxy	

\*Applicable for member holding shares in physical form.

I/We hereby record my/ our presence at the Forty Third Annual General Meeting of the Company being held on Thursday, 28<sup>th</sup> September, 2017 at 12:30 p.m. at Khushi Banquet, MP Mall, MP Block, Pitampura, New Delhi – 110034.

Please (✓) in the box

Member

Proxy

\_\_\_\_\_  
Signature of Member/ Proxy

**Omansh Enterprises Limited**

CIN: L21011DL1974PLC241646

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

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

**FORM – MGT – 11 (PROXY Form)**

[Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN: L21011DL1974PLC241646

Name of the Company: Omansh Enterprises Limited

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

Name of the Members(s):	
Registered Address:	
Email ID:	
Folio No./Client Id:	
DP ID:	

I/we being the member (s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

- Name \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
- Name \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
- Name \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

As my/or our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Third Annual General Meeting of the company scheduled to be held on the Thursday, 28<sup>th</sup> September, 2017 at 12:30 P.M. at Khushi Banquet, MP Mall, MP Block, Pitampura, New Delhi – 110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017.
2.	Re-appointment of Ms. Reena Sharma, who retires by rotation.
3.	Re-appointment of Ms. Seema Khan, who retires by rotation.
4.	Appointment of M/s Rajeev Singh & Co., Chartered Accountants, as the Statutory Auditors of the Company.
5.	Appointment of Ms. Fatima Makdum Matikub as Director, in category of Independent Director
6.	Appointment of Ms. Priti Pralhad Soni as Director, in category of Independent Director
7.	Appointment of Mr. Manoj Chauhan as Whole Time Director
8.	Appointment of Ms. Seema Khan as Managing Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not being less than 48 hours before the commencement of the meeting



*If undelivered, please return to :*

**OMANSH ENTERPRISES LIMITED**

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