

OMANSH ENTERPRISES LIMITED

(Formerly known as Ravi Aircools Limited)

40TH ANNUAL REPORT 2013-2014

CORPORATE INFORMATION

- Whole Time Director** : Mr. Radhey Shayam
- Non Executive Directors** : Mr. Gaurav Mutreja
Mr. Vidya Sagar Bhatia
Mr. Divesh Kumar Bajaj
- Company Secretary** : Mr. Nitin Gupta
- Auditors** : M/s Satyendra Mrinal & Associates
Chartered Accountants
New Delhi
- Registered Office** : Shop No. 37, QD Block, DDA Market,
Pitampura, New Delhi – 110034
Ph. No. 011-27324080 Fax: 011-27324070
Website: www.omanshenterprises.com
Email Id: info@omanshenterprises.com
- Details of RTA** : Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi - 110020
Ph. No. 011-26812682-83 Fax: 011-30857562
Email Id: admin@skylinerta.com
- The Equity Shares of the Company are listed at Bombay Stock Exchange, Delhi Stock Exchange and Uttar Pradesh Stock Exchange.

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NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of M/s Omansh Enterprises Limited will be held on Monday, the 29th day of September 2014 at 9:00 A.M. at Twist 'n' Turn Banquet, Shop-in-Park Mall, Shalimar Bagh, Delhi - 110088, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Radhey Shayam (DIN: 01992580), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors

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 thereunder, as amended from time to time, M/s Satyendra Mrinal & Associates, Chartered Accountants, New Delhi, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the forty-third AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM, held after this AGM), at such remuneration plus service tax, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution for Appointment of Mr. Radhey Shayam as the Whole Time Director as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Members be and is hereby accorded for the appointment of Mr. Radhey Shayam (DIN: 01992580) as the Whole Time Director, liable to retire by rotation for

a period of three years w.e.f 14th February 2014.

RESOLVED FURTHER THAT Mr. Radhey Shayam shall not draw any remuneration from the Company unless otherwise re-considered by the Board any time during his tenure as Whole Time Director.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for Appointment of Mr. Vidya Sagar Bhatia as Independent Director as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vidya Sagar Bhatia (DIN: 00444141) who was appointed as an Additional Director of the company w.e.f 14th February, 2014 in terms of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term up to the 45th Annual General Meeting of the Company to be held in the year 2019.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution for Appointment of Mr. Divesh Kumar Bajaj as Independent Director as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 read with schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Divesh Kumar Bajaj (DIN: 01118288) who was appointed as an Additional Director of the company w.e.f 25th February, 2014 in terms of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company

has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term up to the 45th Annual General Meeting of the Company to be held in the year 2019.”

For and on Behalf of the Board
For **Omansh Enterprises Limited**
(Formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580

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

Date: 14.08.2014

Place: New Delhi

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
- 2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote at the Annual General Meeting.
4. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.

5. 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.
6. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office.
7. Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11:00 A.M. and 2:00 P.M. up to the date of Annual General Meeting.
8. The Register of Members and the Share Transfer Book of the Company shall remain closed from Friday the 19th September 2014 to Sunday the 21st September 2014 (both days inclusive).
9. The notice of the Annual General Meeting will be sent to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, 29th August 2014.
10. The copy of annual report along with the notice of general meeting inter alia indicating the process and manner of e-voting are being sent to the members through e-mail who have registered their e-mail ids with the Depository Participant.
Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates or email updations to their Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form are requested to update their preferred email ids, any change in address or any other particulars with the Company's Registrar and Transfer Agent which will be used for the purpose of future communications.
11. Members whose email-id is not registered with the Company will be sent physical copies of the annual report, notice of the general meeting, notice of e-voting etc. at their registered address. Members whose e-mail ids are registered with the Company and who wish to receive printed copies of the Annual Report may send their request to the Company at its registered office address.
12. Under section 72 of the Companies Act 2013, members are entitled to make nomination in respect of shares held by them in physical mode. Members

desirous of making nominations are requested to send their request in Form SH-13 as per the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.

13. The Securities and Exchanges 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.
14. 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.
15. The Annual Report will also be available on the website of the Company (www.omanshenterprises.com)
16. The Company is providing the E-Voting Facility to its members in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrative) Rules, 2014 and Clause 35B of the Listing Agreement. The detailed procedure of E-Voting along with E-Voting User ID and Password is being sent to all the member through Email (if the same is registered)/ along with this notice.
17. The voting rights of the members for e-voting and physical voting at the meeting shall be in proportion to the shares of the paid-up equity share capital of the Company as on Friday, 29th August, 2014.
18. Mr. Sourabh Leekha, Advocate has been appointed as the scrutinizer to scrutinize the e-voting process and the Polling Process in a fair and transparent manner.
19. The Scrutinizer shall, within a period not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman.
20. The result declared along with the scrutinizer's report shall be placed on the website of the Company (i.e., www.omanshenterprises.com) and on the website of CDSL (i.e., www.evotingindia.com) within two days of passing of the resolution at the AGM.

21. Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 4, 5 and 6 are enclosed herewith.

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013

ITEM NO. 4

The Board of Directors of the Company, subject to the approval of members and such other approvals as may be required have appointed Mr. Radhey Shayam, as Whole Time Director of the Company for a period of three years w.e.f 14th February 2014 on such terms and conditions as approved by the Board.

Since, this matter requires approval of the Shareholders in general meeting, therefore the same has been proposed as a Special Resolution.

The present notice should be treated as abstract under Section 190 of the Companies Act, 2013.

None of the directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No 4 of the accompanying Notice.

Brief profile of Mr. Radhey Shayam is enclosed with the notice.

ITEM NO. 5

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, has appointed Mr. Vidya Sagar Bhatia as an Additional Director of the Company with effect from 14th February 2014. In terms of the provisions of Section 161(1) of the Act, Mr. Vidya Sagar Bhatia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vidya Sagar Bhatia for the office of Director of the Company. Mr. Vidya Sagar Bhatia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the

total number of directors for retirement by rotation. The Company has received a declaration from Mr. Vidya Sagar Bhatia that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Vidya Sagar Bhatia possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Vidya Sagar Bhatia fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Vidya Sagar Bhatia is independent of the management.

Brief resume of Mr. Vidya Sagar Bhatia, nature of his expertise in specific functional areas and names of other public limited companies in India in which he holds directorships and details of memberships / chairmanships of Board Committees of the public limited companies in India and other details is enclosed with the notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vidya Sagar Bhatia is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Vidya Sagar Bhatia as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Vidya Sagar Bhatia and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, has appointed Mr. Divesh Kumar Bajaj as an Additional Director of the Company with effect from 25th February 2014. In terms of the provisions of Section 161(1) of the Act, Mr. Divesh Kumar Bajaj would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Divesh Kumar Bajaj for the office of Director of the Company. Mr. Divesh Kumar Bajaj is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mr. Divesh Kumar Bajaj that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Divesh Kumar Bajaj possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Divesh Kumar Bajaj fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Divesh Kumar Bajaj is independent of the management.

Brief resume of Mr. Divesh Kumar Bajaj, nature of his expertise in specific functional areas and names of other public limited companies in India in which he holds directorships and details of memberships / chairmanships of Board Committees of the public limited companies in India and other details is enclosed with the notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Divesh Kumar Bajaj is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Divesh Kumar Bajaj as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Divesh Kumar Bajaj and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement) as on the date of Notice.

| Name of the Director | Radhey Shayam | Vidya Sagar Bhatia | Divesh Kumar Bajaj |
|---|---|---|---|
| Date of Birth | 30th July 1980 | 14th June 1948 | 14th December 1969 |
| Qualifications | Masters in Sanskrit | Member of ICAI | Member of ICAI |
| Experience and expertise in specific functional area | More than 6 years of experience in Real Estate sector | 30 years of experience in financing services | 15 years of experience in financing services |
| Shareholding in Omansh Enterprises Limited | 100 Equity Shares | Nil | Nil |
| Directorship held in other public limited companies in India | J.K. Latelier Limited | Pan Foods Limited | Nil |
| Membership/ Chairmanship of committees in public limited companies in India | Nil | Omansh Enterprises Limited – Audit Committee (Chairman) Omansh Enterprises Limited – Shareholders/ Investor's Grievance Committee (Member) Omansh Enterprises Limited – Remuneration Committee (Member) | Omansh Enterprises Limited – Audit Committee (Member) Omansh Enterprises Limited – Shareholders/ Investor's Grievance Committee (Member) Omansh Enterprises Limited – Remuneration Committee (Chairman) |

For and on Behalf of the Board
For Omansh Enterprises Limited
(Formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580

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

Date: 14.08.2014
Place: New Delhi

DIRECTORS' REPORT

Dear Members

Your Directors present the Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2014.

Financial Highlights (Amount in ₹)

| Particulars | Financial Year ended | |
|---------------------------|----------------------|--------------|
| | 31.03.2014 | 31.03.2013 |
| Total Income | 9,90,17,406.00 | 9,43,312.00 |
| Total Expenditure | 9,87,19,287.00 | 9,09,337.00 |
| Profit/ (Loss) before tax | 2,98,119.00 | 33,975.00 |
| Less: Current Tax | 1,05,521.00 | 10,500.00 |
| Profit/ (Loss) after tax | 1,92,598.00 | 23,475.00 |
| Paid-up Share Capital | 3,55,00,000.00 | 54,50,500.00 |
| Reserves and Surplus | 8,55,250.00 | 6,62,652.00 |

Year in Retrospect

During the year under review total income of the Company was ₹9,90,17,406.00/- as against ₹9,43,312.00/- in the previous year. The Company was able to earn a marginal profit for the year of ₹1,92,598.00/- against a profit of ₹23,475.00/- in the previous year. Your Directors are putting in their best efforts to further improve the performance of the Company.

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31st March, 2014 and the date of this Report.

Dividend

Your Directors do not propose to declare dividend for the financial year ended 31st March, 2014 as they wish to conserve the resources of the Company.

Public Deposits

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of Section 58A of the Companies Act, 1956.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

a. Conservation of Energy & Technology Absorption: Since the Company is not engaged in any manufacturing activity, issues relating to conservation of

energy and technology absorption are not quite relevant to its functioning.

- b. Export Activities:** There was no export activity in the Company during the year under review. The Company is not planning any export in the near future as well.
- c. Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and hence no particulars are required to be disclosed in this Report.

Directors

During the period Mr. Radhey Shayam was appointed as the Whole Time Director of the Company for a period of 3 years w.e.f 14th February 2014, further the Board recommended his appointment to be confirmed by the members of the Company in the ensuing AGM.

Mr. Vidya Sagar Bhatia and Mr. Divesh Kumar Bajaj were appointed as the Additional Directors in accordance with the provisions of section 161(1) of the Companies Act, 2013 in the Board Meeting held on 14th February 2014 and 25th February 2014 respectively.

In accordance with the requirements of the Act and the Articles of Association of the Company, Mr. Radhey Shayam retires by rotation and is eligible for re-appointment.

During the period, Mr. Nitin Gupta, Director of the Company has resigned from the directorship of the Company on 25th February 2014 and thereafter Mr. Nitin Gupta was appointed as the Company Secretary and Compliance Officer of the Company w.e.f 25th February 2014.

Auditors

M/s Satyendra Mrinal & Associates, Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139(2) of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s Satyendra Mrinal & Associates, as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the forty-third AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

Auditors' Report

The observation of auditors in their report, read with relevant notes to accounts are self - explanatory and do not require any further clarification.

Listing Information

The Equity shares of the Company are listed at Delhi Stock Exchange and Uttar Pradesh Stock Exchange.

The Company is in process of getting its entire share capital listed on Bombay Stock Exchange.

Subsidiary Companies

The Company has no subsidiaries as on 31st March 2014.

Corporate Governance

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial Compliances, reporting, intimations etc. under the Companies Act, 1956, listing agreement(s) and other applicable laws, rules and regulations are noted in the Board/ Committee Meetings from time to time.

To comply with the conditions of Corporate Governance, pursuant to Clause – 49 of the Listing Agreement with the Stock Exchanges, a Report on Corporate Governance along with the Auditors' Certificate are included in the Annual Report as **Annexure – I**.

Management, Discussion & Analysis Report

Management, Discussion & Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming a part of the Annual Report.

Directors' Responsibility Statement

In terms of the provisions of section 217(2AA) of the Companies Act, 1956 and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon and to the best of their knowledge and belief, your Directors confirm that:

- a. in preparation of the annual accounts, the applicable accounting standards had been followed;
- b. the Directors had 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 as at 31st March, 2014 and of the profit of the Company for the year ended on that date;

- c. the Directors had 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 the Company and for preventing and detecting fraud and other irregularities; and
- d. the Directors had prepared the Annual Accounts on a going concern basis.

Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees; support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board
For Omansh Enterprises Limited
(Formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Date: 29.05.2014
Place: New Delhi

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

MANAGEMENT DISCUSSION AND ANALYSIS

Omansh Enterprises Limited (also referred to as 'OMANSH' or 'the Company') is a growing company engaged in Trading of Steel and Electrical Products in Delhi & NCR. 'OMANSH' is under the management control of the promoters having a rich experience in marketing and other key management disciplines specialize in providing value products to our customers.

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

I. OVERVIEW OF THE ECONOMY

India's GDP growth peaked at 9.3% in FY11 and has dropped sequentially since then to 6.3% in 2012 and to 4.5% in FY13. Growth appears to have bottomed out at 4.4% in Q1 FY14, and GDP growth has since risen to 4.8% in Q2 FY14, and 4.7% in Q3 FY14.

At this juncture, economic indicators point to a revival of growth as challenges such as the steep current account deficit, tight liquidity and high food inflation have ebbed. Further, measures have been taken by the government to expedite project clearances and boost Capital Expenditure expansion.

II. INDUSTRY STRUCTURE AND DEVELOPMENTS

After a period of 5 years, since the break out of the global financial crisis and with significant liquidity injection by several large economies, the macro data from the developed economies started showing trends of slow improvement during 2013 even though several structural weaknesses still needs to be addressed before these trends can be considered sustainable. Global growth remains below pre-crisis levels and much weaker than during the rebound that took place in 2010 and 2011.

In 2013, growth in emerging markets slowed down due to weak demand especially in developed countries and tighter financial conditions. India

remains a bright spot in the global steel industry and is one of the largest crude steel producer. The World crude steel production rose by 3.5% to 1.607 billion tonnes in the year 2013.

The economic recovery therefore remains fragile due to divergent underlying supply demand conditions across different regions. Despite some signs of recovery in global steel demand, continued volatility and uncertainty make it a challenging environment for steel companies.

In 2013, India remained the 4th largest steel producing country in the world, India's GDP growth has slowed down to 5% in 2013 on account of rising inflation and tight monetary controls. This has led to weak domestic steel demand, which grew by 3.3% in 2013 inspite of rise in demand in the last quarter. This has resulted in India becoming the net exporter of steel in Financial Year 2013-14 after a gap of six years.

III. OPPORTUNITIES AND THREATS

The Indian economy is expected to witness steady economic recovery in the medium term on the back of reforms, industrialisation and growing urbanisation.

OMANSH aims to address risks, opportunities and threats posed by its business environment strategically by maintaining sustainable and robust business models and further improving on them. Omansh's response to these elements is discussed in the sections below.

1. Macro Environment

The financial performance is influenced by the economic climate in India. The steel consumption growth in India has been relatively resilient, slowing economic growth has meant a moderation in steel consumption growth rates. Despite the challenging economic conditions, Omansh has consistently and profitably grown its volumes across customer segments by enhancing its participation across value chains through innovation-led changes in service and solution, new brands, shaping channels, diversifying and deepening the customer base, entering new segments and aggressively implementing several cost reduction initiatives.

2. Industry Cyclicity

The steel industry is subject to cyclical swings arising from factors such as excess capacity, regional demand & supply imbalances and volatile swings in market demand and prices, more recently

exacerbated by swings in input prices as well as changes in the regulatory environment. Its products and to manage down the level of its fixed costs, it still retains the focus on improving its operations through a variety of measures such as continuous improvement programmes, enhancing technical knowledge and skill, improving process safety, targeted capital expenditure and focussed risk management.

IV. OUTLOOK

In Financial Year 2014-15, while greater financial stability is expected in the advanced economies, growth will remain subdued in emerging and developing economies.

Financial Year 2013-14 has been a challenging year with subdued economic growth, as a result of higher inflation, higher interest rates, lower industrial growth and lower investments in the country, along with the poor condition of the global economy.

However, the Indian economy is expected to perform comparatively well in the coming years. With a stable government at the centre, significant policy changes are anticipated in the near future.

Improving automobile and consumer durable sectors are expected to raise the flat steel demand compared to last year, while long steel demand is expected to fare relatively better due to an uptick in construction activities and the planned infrastructure growth.

V. RISKS & CONCERNS

The Company is exposed to different types of risks such as credit risk, market risk (including liquidity risk, interest rate risk), operational risk and legal risk. The Company monitors credit and market risks, as well as portfolio and operational risk through the oversight of senior management personnel in each of its business segments.

The Company is exposed to specific risks in connection with the management of investments and the environment within which it operates. The Company aims to understand, measure and monitor the various risks to which it is exposed and to ensure that it adheres, as far as reasonably and practically possible, to the policies and procedures established by it to mitigate these risks.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In 'OMANSH', the Audit Division continuously monitors the efficacy of internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, control and governance processes.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE & SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Operations & Financial Review

The company had been engaged in sale and purchase of Steel during the year ended 31st March 2014 and the management is exploring the possibilities of entering into construction business.

The summarized profit and loss statement for *OMANSH* is as detailed below:

| Particulars | For the Financial Year Ended | |
|---------------------------------------|------------------------------|--------------------|
| | 31.03.2014 | 31.03.2013 |
| Income | | |
| Sales | 9,80,48,987.00 | 9,39,386.00 |
| Other Income | 9,68,419.00 | 3,926.00 |
| Total | 9,90,17,406.00 | 9,43,312.00 |
| Expenditure | | |
| Cost of Material Consumed | 9,75,46,855.00 | 6,45,277.00 |
| Employee Benefit Expense | 3,42,000.00 | 1,22,400.00 |
| Finance Cost | 20,821.00 | 502.00 |
| Depreciation and Amortisation Expense | 3,73,350.00 | 0.00 |
| Other Expenses | 4,36,261.00 | 1,41,158.00 |
| Total | 9,87,19,287.00 | 9,09,337.00 |
| Net Profit Before Tax | 2,98,119.00 | 33,975.00 |
| Less: Current Tax | 1,05,521.00 | 10,500.00 |
| Profit/Loss after Tax | 1,92,598.00 | 23,475.00 |

The salient features of the performance are:

- I Profit Before Taxes has increased considerably, i.e. from Rs. 33,975/- in year 2012-2013 to Rs. 2,98,119/- in 2013-14.
- I Sales have increased from Rs. 9,39,386.00/-in 2012-13 to Rs. 9,80,48,987.00/-in 2013-2014. .
- I The Earning per Share (EPS) for 2013-14 also improved to Rs 0.05 as against Rs. 0.04 in 2012-2013.

VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

Human resource continues to be the backbone of Omansh's business. The Company lays strong emphasis on attracting and retaining the best talent. Personal developmental initiatives including training, both technical and managerial, are regularly conducted to enhance human potential.

Cautionary Statement

Statements made in this report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

For and on Behalf of the Board
For **Omansh Enterprises Limited**
(Formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Date: 29.05.2014
Place: New Delhi

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Report on Corporate Governance

1. Company's Philosophy on Code of Governance:

It has been a constant endeavour on the part of the Company to achieve excellence in Corporate Governance by following the principles of transparency, accountability and integrity in functioning so as to constantly enhance value for all stakeholders and fulfill the social obligations entrusted upon the corporate sector.

The Company has also complied with the requirements of Corporate Governance Code, the disclosure requirements of which are given below:

2. The Board of Directors:

- i. The Chairman of the Company is a promoter non-executive director and the one half of the directors on the Board are the independent directors.
- ii. The Board of Directors of the Company is comprised of Four Directors, who are detailed as follows:

| S. No. | Name of Director | Category | Executive/ Non Executive | Remuneration paid during the FY 2013-14 |
|--------|-------------------------------------|--------------|--------------------------|---|
| 1 | Mr. Gaurav Mutreja | Promoter | Non Executive | Nil |
| 2 | Mr. Radhey Shayam ¹ | Non Promoter | Executive | Nil |
| 3 | Mr. Vidya Sagar Bhatia ² | Independent | Non Executive | Nil |
| 4 | Mr. Divesh Kumar Bajaj ³ | Independent | Non Executive | Nil |
| 5 | Mr. Nitin Gupta ⁴ | Professional | Non Executive | Nil |

Note:

- 1. Mr. Radhey Shayam, a non-executive director was appointed as a Whole Time Director of the Company w.e.f. 14th February 2014.
- 2. Mr. Vidya Sagar Bhatia was appointed as an Additional Director of the Company w.e.f. 14th February 2014.
- 3. Mr. Divesh Kumar Bajaj was appointed as an Additional Director of the Company w.e.f. 25th February 2014.
- 4. Mr. Nitin Gupta ceased to be Director of the Company w.e.f. 25th February 2014

- iii. The details of directorship, committee memberships and chairmanship of various committees held by the directors is as follows:

| S. No. | Name of Director | No. of Directorship | No. of Committee | |
|--------|------------------------------|---------------------|------------------|--------------|
| | | | Membership | Chairmanship |
| 1 | Mr. Radhey Shayam | 7 | Nil | Nil |
| 2 | Mr. Gaurav Mutreja | 3 | 2 | 1 |
| 3 | Mr. Vidya Sagar Bhatia | 9 | 2 | 1 |
| 4 | Mr. Divesh Kumar Bajaj | 1 | 2 | 1 |
| 5 | Mr. Nitin Gupta ¹ | N.A. | N.A. | N.A. |

Note :

1. Mr. Nitin Gupta *ceased to be Director of the Company w.e.f. 25th February 2014*

- iv. The details of the Board Meeting/s held during the year and attendance thereat are as follows:

| S. No. | Date of Board Meeting | Total No. of Directors | No. of Directors attended the meeting |
|--------|-----------------------|------------------------|---------------------------------------|
| 1 | 15th May 2013 | 3 | 3 |
| 2 | 31st May 2013 | 3 | 3 |
| 3 | 7th June 2013 | 3 | 3 |
| 4 | 15th June 2013 | 3 | 3 |
| 5 | 30th June 2013 | 3 | 3 |
| 6 | 1st July 2013 | 3 | 3 |
| 7 | 4th July 2013 | 3 | 3 |
| 8 | 14th August 2013 | 3 | 3 |
| 9 | 26th August 2013 | 3 | 3 |
| 10 | 12th September 2013 | 3 | 3 |
| 11 | 14th November 2013 | 3 | 3 |
| 12 | 14th February 2014 | 4 | 4 |
| 13 | 25th February 2014 | 4 | 4 |
| 14 | 24th March 2014 | 4 | 4 |

- v. The Board Meetings were held with a gap not exceeding four months between two meetings.
- vi. The details of the Board Meetings attended by each of Director are as follows:

| S. No. | Name of Director | No. of Board meeting held | Total No. of Meetings attended |
|--------|-------------------------------------|---------------------------|--------------------------------|
| 1 | Mr. Radhey Shayam | 14 | 14 |
| 2 | Mr. Gaurav Mutreja | 14 | 14 |
| 3 | Mr. Vidya Sagar Bhatia ¹ | 3 | 3 |
| 4 | Mr. Divesh Kumar Bajaj ² | 2 | 2 |
| 5 | Mr. Nitin Gupta ³ | 12 | 12 |

Note:

1. Mr. Vidya Sagar Bhatia *was appointed as an Additional Director of the Company w.e.f. 14th February 2014.*
2. Mr. Divesh Kumar Bajaj *was appointed as an Additional Director of the Company w.e.f. 25th February 2014.*
3. Mr. Nitin Gupta *ceased to be Director of the Company w.e.f. 25th February 2014*

- vii. The last Annual General Meeting held on 21st September 2013 was attended by Mr. Radhey Shayam and Mr. Gaurav Mutreja.

- viii. Code of Conduct

The Code of Conduct for all Directors and senior management personnel, laid down by the Board, is available on the Company's website (www.omanshenterprises.com). The Code of Conduct is applicable to all Board Members and senior management executives. The Code is circulated annually among all Board members and senior management; the compliance is affirmed by them annually. A declaration signed by the Whole Time Director regarding affirmation of the compliance with the Code of Conduct by the Board members and senior management. The same is provided as **Annexure IA** to this report.

3. Audit Committee:

- i. The term of reference of Audit Committee are stipulated by the Board of Directors, in accordance with the clause 49 IID of the Listing Agreement.

- ii. The Composition of audit committee and the details of the meeting attended by the Directors are given below:

| Name of Member | Category | No. of Meetings held during 2013-2014 | No. of Meeting attended during 2013-2014 |
|-------------------------------------|---|---------------------------------------|--|
| Mr. Vidya Sagar Bhatia ¹ | Independent - Non Executive Director – Chairman | 1 | 1 |
| Mr. Gaurav Mutreja | Promoter - Non Executive Director – Member | 6 | 6 |
| Mr. Nitin Gupta ² | Professional - Non Executive Director – Member | 6 | 6 |
| Mr. Radhey Shayam ³ | Non Promoter - Executive Director – Member | 5 | 5 |

Note :

1. Appointed as the member and the chairman of the committee w.e.f. 14th February, 2014.
2. Ceased to a member of the committee w.e.f. 25th February, 2014.
3. Resigned from the chairmanship & membership of the committee w.e.f. 14th February, 2014.
Mr. Divesh Kumar Bajaj was appointed as the member of Audit Committee w.e.f. 25th February 2014.

- iii. The details of the Audit Committee Meetings during the year and attendance thereat are as follows:

| S. No. | Date of Audit Committee Meeting | Total No. of Directors | No. of directors attended the meeting |
|--------|---------------------------------|------------------------|---------------------------------------|
| 1 | 15th May 2013 | 3 | 3 |
| 2 | 31st May 2013 | 3 | 3 |
| 3 | 14th August 2013 | 3 | 3 |
| 4 | 26th August 2013 | 3 | 3 |
| 5 | 14th November 2013 | 3 | 3 |
| 6 | 14th February 2014 | 3 | 3 |

4. Remuneration Committee:

- The Remuneration Committee was constituted on 14th November 2013. The term of reference of the Remuneration Committee are stipulated by the Board of Directors, in accordance with the Listing Agreement.
- The Composition of the remuneration committee is given below:

| Name of Member | Category | No. of Meetings held during 2013-2014 | No. of Meeting attended during 2013-2014 |
|-------------------------------------|---|---------------------------------------|--|
| Mr. Divesh Kumar Bajaj ¹ | Independent - Non Executive Director – Chairman | 1 | 1 |
| Mr. Vidya Sagar Bhatia ² | Independent - Non Executive Director – Member | 2 | 2 |
| Mr. Gaurav Mutreja ³ | Promoter - Non Executive Director – Member | 3 | 3 |
| Mr. Nitin Gupta ⁴ | Professional-Non Executive Director – Member | 2 | 2 |
| Mr. Radhey Shayam ⁵ | Non Promoter - Executive Director – Member | 1 | 1 |

Note :

1. Appointed as a member and chairman of the committee w.e.f. 25th February 2014.
2. Appointed as a member of the Committee w.e.f. 14th February, 2014.
3. Resigned from the chairmanship of the committee w.e.f. 25th February 2014, however he continued to be the member.
4. Ceased to be a member of the Committee w.e.f. 25th February, 2014.
5. Ceased to be a member of the Committee w.e.f. 14th February 2014.

- iii. The details of the Remuneration Committee Meetings held during the year and attendance thereat are as follows:

| S. No. | Date of Remuneration Committee Meeting | Total No. of Directors | No. of directors attended the meeting |
|--------|--|------------------------|---------------------------------------|
| 1 | 14th November 2013 | 3 | 3 |
| 2 | 14th February, 2014 | 3 | 3 |
| 3 | 25th February 2014 | 3 | 3 |

5. SHAREHOLDERS/ INVESTOR'S GRIEVANCE COMMITTEE

- The Shareholders/ Investor's Grievance Committee was constituted on 14th November 2013. The term of reference of the Shareholders/ Investor's Grievance Committee are stipulated by the Board of Directors, in accordance with the Listing Agreement.
- The Composition of Shareholders/ Investor's Grievance Committee and details of the meeting attended by Director/s are as follows:

| Name | Category | No. of Meeting attended during the year 2013-2014 |
|-------------------------------------|---|---|
| Mr. Gaurav Mutreja | Promoter - Non Executive Director – Chairman | 3 |
| Mr. Vidya Sagar Bhatia ¹ | Independent - Non Executive Director – Member | 2 |
| Mr. Divesh Kumar Bajaj ² | Independent - Non Executive Director – Member | 1 |
| Mr. Nitin Gupta ³ | Professional-Non Executive Director - Member | 2 |
| Mr. Radhey Shayam ⁴ | Non Promoter - Executive Director - Member | 1 |

Note :

1. Appointed as a member of the Committee w.e.f. 14th February 2014.
2. Appointed as a member of the Committee w.e.f. 25th February 2014.
3. Ceased to be a member of the Committee w.e.f. 25th February, 2014.
4. Ceased to be a member of the Committee w.e.f. 14th February 2014.

- iii. The details of the Shareholders/ Investor's Grievance Committee Meetings held during the year and attendance thereat are as follows:

| S. No. | Date of Shareholders/ Investor Grievance Committee Meeting | Total No. of Directors | No. of directors attended the meeting |
|--------|--|------------------------|---------------------------------------|
| 1 | 14th November 2013 | 3 | 3 |
| 2 | 14th February, 2014 | 3 | 3 |
| 3 | 25th February 2014 | 3 | 3 |

i. **Name and designation of Compliance Officer**

Name and Designation Mr. Nitin Gupta, Company Secretary
 Telephone 011-27324080
 Fax 011-27314070
 E-mail Id cs@omanshenterprises.com

ii. **Number of shareholders' complaints received so far**

During the year the Company has not received any compliant.

6. **General Body meetings:**

- i. Location and time, where last three AGMs held.

| No. of the AGM | Date | Location | Time | Special Resolution Passed |
|----------------|------------|---|------------|------------------------------|
| 39 | 21/09/2013 | Narsingh Sewa Sadan, KP Block, Community Centre, Pitampura, New Delhi - 110034 | 11:30 A.M. | No Special Resolution Passed |
| 38 | 14/08/2012 | Regd. Off: B-21/33, Ground Floor, Raj Apartment, Kamachha, Varanasi, Uttar Pradesh - 221010 | 10:00 A.M. | No Special Resolution Passed |
| 37 | 30/09/2011 | Regd. Off: 195, Big Industrial Estate, Chandpur, Varanasi, Uttar Pradesh - 221106 | 12:30 P.M. | No Special Resolution Passed |

Extra Ordinary General Meeting

During the previous year, the Company passed the following resolutions by conducting the Extra Ordinary General Meeting on Wednesday, 31st July 2013 at 10:30 A.M at the registered office of the Company at Shop No. 37, QD Block, DDA Market, Pitampura, New Delhi - 110034:

Item No. Particulars of Business

- ORDINARY RESOLUTION under section 94 of the Companies Act, 1956 and other applicable provisions if any, for increasing the Authorised Share Capital of the Company from ₹ 1,25,00,000/- to ₹ 3,55,00,000/- by way of addition of 23,00,000 Equity Shares of ₹ 10/- each aggregating ₹ 2,30,00,000/-
- SPECIAL RESOLUTION under section 81(1A) of the Companies Act, 1956 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Listing Agreement(s) with the Stock Exchange(s), the Memorandum & Articles of Association of the Company and other applicable provisions, if any, and subject to the necessary approvals of the concerned persons and authorities, if any for preferential allotment of 30,00,000 Equity Shares of the face value of ₹ 10/- each i.e, the face value of share
- SPECIAL RESOLUTION under section 21 and 31 of the Companies Act, 1956 and other applicable provision if any, and subject to the approval of the Central Government under the provisions of the Companies Act, 1956, to change the name of the Company from *RAVI AIRCOOLS LIMITED* to *OMANSH ENTERPRISES LIMITED*
- SPECIAL RESOLUTION under section 31 of the Companies Act, 1956 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force) to alter the Articles of Association of the Company

7. **Disclosures:**

Related Party Transaction

During the year there was no materially significant related party transaction/s that may have potential conflict with the interests of company at large.

Statutory Compliances, Penalties and strictures

The Company has complied with the requirements of the Stock Exchanges or SEBI or any other statutory authority, on matter/s related to capital markets, during the last three years. No Penalty and strictures has been imposed on the Company by these authorities.

Whistle Blower policy

The Company has adopted a Whistle Blower policy to provide a mechanism whereby the employees are given a direct access to the Chairman and Audit Committee to report about the unethical behaviour, fraud and violation of Company's Code of Conduct and to provide sufficient provisions for the protection against the victimization of employees who avail such mechanism and It is affirmed that no personnel has been denied access to the audit committee.

Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause.

The Company has complied with mandatory requirements of clause 49 of the Listing Agreement.

CEO and CFO Certification

The certificate required under Clause 49(V) of the Listing Agreement, duly signed by the Whole time Director and Director, was placed before the Board. The same is provided as **Annexure IB** to this report.

8. Means of communication:

Quarterly Results

The Quarterly results, published in the Performa prescribed by the Listing Agreement are approved and taken on record by the Board of Directors. The approved results are forthwith sent to the Stock Exchange where the shares of the Company are listed.

Newspapers

The results are also published in English language newspaper – Financial Express, Millennium Post and Hindi language newspaper – National Duniya, Karobar.

9. General Shareholder Information:

i. AGM : Date, time and venue

The Annual General Meeting of the Company is scheduled to be held on 29th day of September 2014 at 9:00 A.M. at Twist 'n' Turn, Banquet, Shop-in-Park Mall, Shalimar Bagh, Delhi – 110088.

ii. Financial year

The Financial Year of the Company ended on 31st March, 2014.

iii. Date of Book closure

The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Friday 19th September 2014 to Sunday 21st September 2014 (Both days inclusive).

iv. Dividend Payment Date

In order to plough back the profits of the Company, no dividend was paid during the financial year ended 31st March 2014.

v. Listing on Stock Exchanges

The Company's shares are listed on the following two Stock Exchanges in India:

i Delhi Stock Exchange, DSE House, 3/1, Asaf Ali Road, New Delhi – 110002

i Uttar Pradesh Stock Exchange, Padam Towers, 14/113, Civil Lines, Kanpur - 208001

The Company is in process of getting its entire Share Capital listed on the Bombay Stock Exchange through Direct Listing Mode.

vi. Stock Code

Presently the shares of the Company are listed at Delhi Stock Exchange and Uttar Pradesh Stock Exchange.

vii. Market Price Data: High, Low during each month in last financial year

The Shares of the Company are listed on the Delhi and Uttar Pradesh Stock Exchange, however, no trading was carried out during the financial year, thus no data is available in respect of market price.

viii. Performance in comparison to broad – based indices such as BSE Sensex, CRISIL index etc.

Since there was no trading in the Shares in the Company during the Financial Year, thus no comparative data is available.

ix. Registrar and Transfer Agents

Name and Address Skyline Financial Services Private Limited
Add: D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi - 110020

Telephone 011-26812682-83

Fax 011-30857562

E-mail Id admin@skylinerta.com

x. Share Transfer System

Securities lodged for transfer at the Registrar’s address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects.

xi. Distribution of shareholding as on 31st March, 2014

| S. No. | No. of shares | No. of Shareholders | % of total no. of shareholders | No. of Shares held | % of shareholding |
|--------|-----------------|---------------------|--------------------------------|--------------------|-------------------|
| 1 | 1 to 5000 | 534 | 89.75 | 103600 | 2.92 |
| 2 | 5001 to 10000 | 9 | 1.51 | 80300 | 2.26 |
| 3 | 10001 to 20000 | 9 | 1.51 | 180000 | 5.07 |
| 4 | 20001 to 30000 | 11 | 1.85 | 296500 | 8.35 |
| 5 | 30001 to 40000 | Nil | N.A. | N.A. | N.A. |
| 6 | 40001 to 50000 | 22 | 3.70 | 1080500 | 30.43 |
| 7 | 50001 to 100000 | 5 | 0.84 | 439100 | 12.37 |
| 8 | Above 100000 | 5 | 0.84 | 1370000 | 38.60 |
| | Total | 595 | 100.00 | 3550000 | 100.00 |

xii. Dematerialization of shares and liquidity

Total 84.51% of shares of Company are in dematerialized form out of which 54.65% of shares are dematerialized with the CDSL and 29.86% of shares are dematerialised with the NSDL.

xiii. GDRs/ADRs/Warrants or any Convertible instruments

The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments during the year.

xiv. Plant Locations

Not Applicable

xv. Address for Correspondence

Shop No. 37, QD Block, DDA Market, Pitampura, New Delhi – 110034
Ph. No. 011-27324080 Fax: 011-27324070

10. The Certificate of Compliance as stipulated under clause 49 of the listing agreement is obtained from Auditors of the Company M/s Satyendra Mrinal & Associates, Chartered Accountants. The same is provided as **Annexure IC** to this report.

For and on Behalf of the Board
For Omansh Enterprises Limited
(Formerly known as Ravi Aircools Limited)

Sd/-
RadheyShayam
Whole Time Director
DIN: 01992580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Date: 29.05.2014
Place: New Delhi

Annexure-IA

Declaration

We, Radhey Shayam, Whole Time Director and Gaurav Mutreja, Director of Omansh Enterprises Limited hereby confirm that the Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2014, a confirmation that they are in compliance with the Company's Code of Conduct.

For and on Behalf of the Board
For Omansh Enterprises Limited
(Formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Date: 29.05.2014
Place: New Delhi

Annexure IB

Chief Executive Officer (CEO)/Chief Financial Officer (CFO) certification

We, Radhey Shayam, Whole Time Director and Gaurav Mutreja, Director of Omansh Enterprises Limited certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting

For and on Behalf of the Board
For Omansh Enterprises Limited
(Formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Regd. Off. : Shop No. 37,
QD Block, DDA Market,
Pitampura,
New Delhi - 110034

Date: 29.05.2014
Place: New Delhi

Annexure IC

CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA

CERTIFICATE

**To the Shareholders
Omansh Enterprises Limited**

We have examined the compliance of conditions of Corporate Governance by M/s Omansh Enterprises Limited for the year ended on 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Delhi Stock Exchange Limited and Uttar Pradesh Stock Exchange Limited (where the shares of the Company were listed).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Satyendra Mrinal & Associates
Chartered Accountants
FRN: 017068N**

**Sd/-
S.K Jain
Partner
M. No. 086103**

**Place: New Delhi
Dated: 29.05.2014**

Independent Auditor's Report

To The Members of OMANSH ENTERPRISES LIMITED

Report on the financial statements

We have audited the attached Balance Sheet of **OMANSH ENTERPRISES LIMITED** as at 31st March, 2014 and the Statement of Profit and Loss for the Year ended on that date annexed thereto, summary of significant accounting policies and explanatory information which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance in accordance with the accounting standards referred to in sub section (3C) of section 211 of the companies act 1956 ("the act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with notes thereon and attached thereto give, in the prescribed manner, 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date
- c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of subsection (4A) of section 227 of 'The Companies Act, 1956' (the 'Act') the comments are annexed herewith in the Annexure I attached with the report.

Further we report that:

- a) We have 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 accounts as required by law have been kept by the Company, so far as appears from our examination of such books.
- c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.

- d) In our opinion, the Balance Sheet and Profit Loss Account and Cash Flow Statement referred to in this Report comply with the Accounting Standards referred to in Section 211(3C) of The Companies Act 1956.
- e) On the basis of written representations received from the directors as on 31st March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31st, 2014 from being appointed as a director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956

For Satyendra Mrinal & Associates
Chartered Accountants
FRN: 017068N

Sd/-
S.K Jain
Partner
M. No. 086103

Place: New Delhi
Date: 29.05.2014

Annexure to the Audit Report:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The substantial part of Fixed Assets has not been disposed off during the year.
- (ii) The physical verification of inventory has been conducted at reasonable interval by the management.
- (b) The procedures of physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted any unsecured loans to parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) The Company has not taken any unsecured loan from parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, in the company there are adequate internal control procedure commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets and for sale of goods.
- (v) Based on the audit procedure applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered and the transactions made in pursuance of such contracts or arrangement have been made at a price which are reasonable having regard to prevailing market price at all relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposit under section 58A and 58AA of the Companies Act, 1956 and the companies (Acceptance of deposit) rules 1975 with regard to acceptance of deposits. Accordingly the clause does not apply to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) As informed by the management, the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) The Company is regular in depositing undisputed Income Tax with appropriate authorities, the other statutory dues mentioned in the clause are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax were in arrears, as at 31st March, 2014 for a period of more than six months from the date it became payable.
- (c) According to the information and explanation given to us, there are no dues of income tax which have not been deposited on account of any dispute.
- (x) The company has accumulated loss of Rs. 22,46,224/- at the end of financial year covered under audit and has not incurred any cash loss during the year under audit and in the immediately preceding financial year.
- (xi) The Company neither taken any loans from any Bank/Financial Institutions nor issued any debenture, the clause is not applicable to the Company.
- (xii) We are of the opinion that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the company.

- (xiv) In our opinion and according to information and explanation given to us the company is not a dealer or trader in securities. However the company has invested some funds in shares of other companies for which proper records have been maintained and the shares have been held in the name of the company.
- (xv) As informed to us the company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) According to the information and explanations given to us and records examined by us the company has not taken any term loan, the clause is not applicable to the Company.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds have been raised on short-term basis, therefore the clause is not applicable.
- (xviii) The Company has made preferential allotment of Rs. 1,42,07,000/- to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, during the year covered under audit, the company has not issued any debentures.
- (xx) The Company has not raised any money by public issues.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For Satyendra Mrinal & Associates
Chartered Accountants
FRN: 017068N

Place: New Delhi
Date: 29-05-2014

Sd/-
S.K.Jain
Partner
M. No. 086103

BALANCE SHEET AS AT MARCH 31, 2014

Amount in ₹

| Particulars | Note No. | As at 31.03.2014 | As at 31.03.2013 |
|-----------------------------------|----------|-----------------------|---------------------|
| I Equity And Liabilities | | | |
| 1 Shareholders Funds | | | |
| (a) Share Capital | 2 | 3,55,00,000.00 | 5,450,500.00 |
| (b) Reserves & Surplus | 3 | 8,55,250.00 | 662,652.00 |
| Sub-Total | | 3,63,55,250.00 | 6,113,152.00 |
| 2 Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 4 | 0.00 | 248,000.00 |
| Sub-Total | | 0.00 | 248,000.00 |
| 3 Current Liabilities | | | |
| (a) Trade Payables | 5 | 3,05,15,706.00 | 0.00 |
| (b) Other Current Liabilities | 6 | 30,356.00 | 11,133.00 |
| (c) Short-Term Provisions | 7 | 1,05,521.00 | 10,500.00 |
| Sub-Total | | 3,06,51,583.00 | 21,633.00 |
| Total | | 6,70,06,833.00 | 63,82,785.00 |
| II Assets | | | |
| 1 Non-Current Assets | | | |
| (a) Fixed Assets | 8 | 3,46,635.00 | - |
| (b) Deferred Tax Assets | 9 | 2,71,332.00 | 2,71,332.00 |
| (c) Long-Term Loans and Advances | 10 | 97,18,456.00 | 0.00 |
| (d) Other Non current Assets | 11 | 5,69,040.00 | 0.00 |
| Sub-Total | | 1,09,05,463.00 | 2,71,332.00 |
| 2 Current Assets | | | |
| (a) Inventories | 12 | 0.00 | 4,22,466.00 |
| (b) Trade Receivables | 13 | 4,06,12,353.00 | 0.00 |
| (c) Cash and Bank Balances | 14 | 10,60,565.00 | 10,67,379.00 |
| (d) Short Term Loans and Advances | 15 | 1,44,28,452.00 | 46,21,608.00 |
| Sub-Total | | 5,61,01,370.00 | 61,11,453.00 |
| Total | | 6,70,06,833.00 | 63,82,785.00 |

Notes No. 1-22 Forming Part of Financial Statements
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

Sd/-
S.K. Jain
Partner
M.No. 086103

Sd/-
Radhey Shyam
Whole Time Director
DIN: 01992580
Add.: Shop No. 37, QD Block,
DDA Mkt., Pitampura, New Delhi-110034

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Address: Shop No. 37, QD Block
DDA Mkt., Pitampura, New Delhi-110034

Place : New Delhi
Dated : 29.05.2014

Sd/-
Nitin Gupta
Company Secretary
M.No.:A26853
Add.: Shop No. 37, QD Block, DDA Mkt., Pitampura, New Delhi-110034

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31,2014

| Particulars | Note No. | Amount in ₹ | |
|---|----------|-------------------------------|-------------------------------|
| | | For the year ended 31.03.2014 | For the year ended 31.03.2013 |
| I Revenue From Operations (Net) | 16 | 9,80,48,987.00 | 9,39,386.00 |
| II Other Income | 17 | 9,68,419.00 | 3,926.00 |
| III Total Revenue | | 9,90,17,406.00 | 9,43,312.00 |
| IV Expenses | | | |
| (a) Cost of Material Consumed | 18 | 9,75,46,855.00 | 6,45,277.00 |
| (b) Employee Benefit Expense | 19 | 3,42,000.00 | 1,22,400.00 |
| (c) Finance Cost | 20 | 20,821.00 | 502.00 |
| (d) Depreciation and Amortisation Expense | 21 | 3,73,350.00 | 0.00 |
| (e) Other Expenses | 22 | 4,36,261.00 | 1,41,158.00 |
| Total Expenses | | 9,87,19,287.00 | 9,09,337.00 |
| V Profit Before Tax (III-IV) | | 2,98,119.00 | 33,975.00 |
| VI Tax Expense | | | |
| Current Tax | | 1,05,521.00 | 10,500.00 |
| VII Profit After Tax For The Year | | 1,92,598.00 | 23,475.00 |
| VIII Earnings Per Share | | | |
| Basic EPS | | 0.05 | 0.04 |
| Diluted EPS | | 0.05 | 0.04 |

Notes No. 1-22 Forming Part of Financial Statements
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

Sd/-
S.K. Jain
Partner
M.No. 086103

Sd/-
Radhey Shyam
Whole Time Director
DIN: 01992580
Add.: Shop No. 37, QD Block,
DDA Mkt., Pitampura, New Delhi-110034

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Address: Shop No. 37, QD Block
DDA Mkt., Pitampura, New Delhi-110034

Sd/-
Nitin Gupta
Company Secretary
M.No.:A26853

Place : New Delhi
Dated : 29.05.2014

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

Cash Flow Statement for the year ended 31st March, 2014

| Particulars | Amount in ₹ | |
|--|-------------------------------|-------------------------------|
| | For the Year ended 31.03.2014 | For the Year ended 31.03.2013 |
| A. Cash flow from operating activities | | |
| Net Profit / (Loss) before taxation and extraordinary item | 2,98,119.00 | 33,975.00 |
| Adjustments for: | | |
| Preliminary Expenses | 1,42,260.00 | 0.00 |
| Depreciation | 2,31,090.00 | 0.00 |
| Operating Profit/ (loss) before working capital changes | 6,71,469.00 | 33,975.00 |
| Adjusted for: | | |
| Adjustments for (increase)/ decrease in operating assets: | | |
| (Increase)/Decrease in Trade Receivables | (4,06,12,353.00) | 0.00 |
| (Increase)/Decrease in Inventories | 4,22,466.00 | 1,18,399.00 |
| Increase/ (Decrease) in Current Liabilities | 19,223.00 | 5,618.00 |
| Increase/(Decrease) in Trade Payables | 3,05,15,706.00 | 0.00 |
| Increase/ (Decrease) in Provisions | 95,021.00 | - |
| Increase/(Decrease) in Long Term Liabilities | (2,48,000.00) | 50,000.00 |
| (Increase)/ Decrease in Other Current Assets | (7,11,300.00) | 72,040.00 |
| Cash Generated from Operations | (98,47,768.00) | 2,80,032.00 |
| Taxes Paid | 1,05,521.00 | 10,718.00 |
| Net Cash from operating activities | (99,53,289.00) | 2,69,314.00 |
| B. Cash flow from investing activities | | |
| Purchase of tangible fixed Assets | (5,77,725.00) | 0.00 |
| Addition to Investment (Loans and Advances) | (1,95,25,300.00) | (33,00,000.00) |
| Net Cash from investing activities | (2,01,03,025.00) | (33,00,000.00) |
| C. Cash Flow from Financing Activities | | |
| Proceeds from Issuance of Share Capital | 3,00,49,500.00 | 0.00 |
| Net Cash Used in Financing Activities | 3,00,49,500.00 | 0.00 |
| Net Increase in Cash and Cash Equivalents (A+B+C) | (6,814.00) | (30,30,686.00) |
| Cash & Cash Equivalents at beginning of period | 10,67,379.00 | 40,98,065.00 |
| Cash & Cash Equivalents at end of period | 10,60,565.00 | 10,67,379.00 |

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

Sd/-
S.K. Jain
Partner
M.No. 086103

Sd/-
Radhey Shyam
Whole Time Director
DIN: 01992580
Add.: Shop No. 37, QD Block,
DDA Mkt., Pitampura, New Delhi-110034

Sd/-
Gaurav Mutreja
Director
DIN: 00708580
Address: Shop No. 37, QD Block
DDA Mkt., Pitampura, New Delhi-110034

Sd/-
Nitin Gupta
Company Secretary
M.No.:A26853

Place : New Delhi
Dated : 29.05.2014

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

NOTE 1 : NOTES TO THE FINANCIAL STATEMENT FOR YEAR ENDED 31 MARCH 2014

1.1 Corporate Information

The company is engaged in the business of trading in Steel and related products.

1.2 Basis of preparation

The accompanying financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 to the extent applicable. The Financial statements are presented in Indian Rupees.

1.3 Use of estimates:

The preparation of the financial statements in conformity with the generally accepted accounting Principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statement. Actual results would differ from the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

1.4 Inventories

Inventories are valued at cost or net realizable value which-ever is lower. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make sale.

1.5 Revenue recognition:

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

- i. **Sale of Goods:** Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.
- ii. **Interest :** Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

- iii. **Dividend :** Revenue is recognized when the shareholders right to receive payment is established by the balance sheet date.

1.6 Investments

Investments are classified into long-term investments and short-term investments. Investments, which are intended to be held for one year or more, are classified as long-term investments and investments, which are intended to be held for less than one year, are classified as current investments. Long Term Investments & Short Term Investments are carried at cost. No provisions for diminution has been made if in the opinion of the management the diminution are temporary in nature.

1.7 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 absences:

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

1.8 Income Tax

Tax expense comprises of current, deferred tax, Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred Income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

- 1.9 There is no Contingent Liabilities against the company.

- 1.10 In the opinion of Directors, current assets, loans and advances have the value at which they are stated in the Balance Sheet, if realized in the ordinary course of the business.

1.11 Compliance with Accounting Standards

(i) Related Party Transaction

During the financial year, the Company has not entered into transaction with related parties.

- (ii) As per Accounting Standard 22 on accounting for taxes on Income issued by Institute of Chartered Accountants of India, the Company has not accounted for asset/liability for the year as the amount involved was not material.

1.12 Earning Per Share

Basic & Diluted EPS is 0.05

Basic earning per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the period. There are no potential equity shares outstanding and as such the Diluted earning per share is same as basic earning per share.

1.13 Amortisation of Preliminary Expenses

The Preliminary Expenses are amortised over a period of 5 years in equal instalment as per the provision of Section 35B of the Income Tax Act, 1961. The fees paid to the Bombay Stock Exchange for the Direct Listing of the Securities of the Company has been categorized as Preliminary Expenses and will be amortised over a period of 5 years.

1.14 Other Information

Previous year figures have been rearranged/regrouped, wherever necessary, to comply with the disclosure requirements of Revised Schedule VI of the Companies Act, 1956.

Sundry Debit and Credit Balance are subject to confirmation.

Note 2 - Share Capital

| S.No. | PARTICULARS | As At 31.03.2014 | As At 31.03.2013 |
|-------|--|-------------------------------|----------------------------------|
| (a) | Authorised Share Capital 3550000 Ordinary Shares @ ₹10/- each (Previous Year 1250000 equity shares of ₹10/- each) | 35,500,000 | 125,00,000 |
| (b) | Issued, Subscribed and Paid-up 3550000 Ordinary Shares @ ₹10/- each Less: Calls in arrears Paid Up Capital (Previous Year 550000 equity shares of ₹10/- each) | 35,500,000 - 35,500,000 | 5,500,000 49,500 5,450,500 |

Reconciliation of the number of Shares

| Particulars | Equity Shares | |
|---|---------------|------------|
| | Number | Amount |
| Shares outstanding at the beginning of the year | 550,000 | 5,500,000 |
| Shares Issued during the year | 3,000,000 | 30,000,000 |
| Shares bought back during the year | - | - |
| Shares outstanding at the end of the year | 3,550,000 | 35,500,000 |

Note 2.1- The detail of shareholders holding more than 5% shares :-

| Name of the Share Holder | As at 31.03.2014 | | As at 31.03.2013 | |
|---|-------------------------|-----------------|-------------------------|-----------------|
| | No. of Share held | % of holding | No. of share held | % of Holding |
| J K Latelier Limited | 500000 | 14% | - | - |
| Nau-Nidh Finance Limited | 500000 | 14% | - | - |
| Sperryn Gas Products Limited | 80000 | 2% | 80000 | 15% |
| Spectrum Logistics Limited | 50000 | 1% | 50000 | 9% |
| Master Uday Jaipuria F & N G Rajiv Jaipuria | 43200 | 1% | 43200 | 8% |
| Unique Fin Man Consultancy Pvt. Ltd | 45900 | 1% | 45900 | 8% |
| Scope Portfolio Management Private Limited | 30000 | 1% | 30000 | 5% |
| Scope Equity Private Limited | 44100 | 1% | 44100 | 8% |
| Aastha Professional Consultants Private Limited | 59100 | 2% | 59100 | 11% |
| Ranjitgarh Finance Company Private Limited | 47300 | 1% | 47300 | 9% |

Note 2.2: Details of Unpaid calls relating to :-

| Unpaid Calls | Amount |
|--------------|--------|
| By Directors | - |
| By Officers | - |

Note-3 : Reserves & Surplus

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|---------------------------------------|-----------------------|-----------------------|
| (a) | Investment Allowance | 210,959.00 | 210,959.00 |
| (b) | Capital Reserve | | |
| | Balance at the beginning of the year | 2,890,515.00 | 2,890,515.00 |
| | Balance at the end of the year | 2,890,515.00 | 2,890,515.00 |
| (c) | Surplus in Statement of Profit & Loss | | |
| | Opening Balance | (2,438,822.00) | (2,462,297.00) |
| | Add: Profit for the year | 298,119.00 | 33,975.00 |
| | Less: Provision for Income Tax | 105,521.00 | 10,500.00 |
| | Closing Balance | (2,246,224.00) | (2,438,822.00) |
| | Total (a + b+ c) | 855,250.00 | 662,652.00 |

Note-4 : Long-Term Borrowings

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--|---------------------|---------------------|
| (a) | Long-Term Borrowings (Unsecured) (Related Parties) | | |
| | Nitin Gupta | - | 50,000.00 |
| (b) | Ravi Marketing Limited | - | 198,000.00 |
| | Total | - | 248,000.00 |

Note-5 : Trade Payables

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|----------------|---------------------|---------------------|
| (a) | Trade Payables | 30,515,706 | - |
| | Total | 30,515,706 | - |

Note-6 : Other Current Liabilities

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--------------------|---------------------|---------------------|
| (a) | Audit Fees Payable | 27,987.00 | 11,133.00 |
| (b) | VAT payable | 2,369.00 | - |
| | Total | 30,356.00 | 11,133.00 |

Note-7 : Short-term Provisions

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--------------------------|---------------------|---------------------|
| (a) | Provision for Income Tax | 105,521.00 | 10,500.00 |
| | Total | 105,521.00 | 10,500.00 |

Note-8: Schedules of Fixed Assets as on 31st March, 2014

| Particulars | Rate of Depreciation | Gross Block | | | Depreciation | | | Net Block | |
|--------------|----------------------------|-----------------------------|----------------|---------------------------|-----------------------------|--------------------|-----------------------|--------------------------------|--------------------------------|
| | | Balance As On 01.04.2013 | Additions | Total as On 31.03.2014 | Balance As On 01.04.2013 | During The year | Total Depreciation | Balance As On 31.03.2014 | Balance As On 31.03.2013 |
| Computer | 40.00% | - | 577,725 | 577,725 | - | 231,090 | 231,090 | 346,635 | - |
| Total | | - | 577,725 | 577,725 | - | 231,090 | 231,090 | 346,635 | - |

Schedules of Fixed Assets (As per Income Tax Act 1962) as on 31st March,2014

| Particulars | Rate of Dep, | Balance As On 01.04.2013 | Gross Block | | Total As On 31.03.2014 | Depreciation | | Net Block Balance As On 31.03.2014 |
|------------------------|--------------------|-----------------------------|--------------------|---------------------|---------------------------|--------------------|-----------------------|---|
| | | | Upto 30.09.2013 | After 30.09.2013 | | During the year | Total Depreciation | |
| | | | | | | | | |
| Furniture & Fixture | 15% | - | - | - | - | - | - | - |
| Inverter | 15% | - | - | - | - | - | - | - |
| Air Conditioner | 15% | - | - | - | - | - | - | - |
| Computer | 60% | - | 48,000 | 529,725 | 577,725 | 187,718 | 187,718 | 390,008 |
| Total | | - | 48,000 | 529,725 | 577,725 | 187,718 | 187,718 | 390,008 |

Note-9 : Deferred Tax Assets

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|---------------------|---------------------|---------------------|
| (a) | Deferred Tax Assets | 271,332.00 | 271,332.00 |
| | Total | 271,332.00 | 271,332.00 |

Note-10 : Loans & Advances

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--|---------------------|---------------------|
| (a) | Long Term (Unsecured Considered Good) | | |
| | Dayanand Progressive Society | 7,000,000.00 | - |
| (b) | Green Valley Frozen Foods & Vegetables Private Limited | 2,718,456.00 | - |
| | Total | 9,718,456.00 | - |

Note-11 : Other Non - Current Assets

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|---|---------------------|---------------------|
| (a) | Preliminary Expenses to the extent not written off | | |
| | Opening Balance | 0.00 | 0.00 |
| | Addition during the year | 711,300.00 | 0.00 |
| | Written off during the year | 142,260.00 | 0.00 |
| | Balance at the end | 569,040.00 | 0.00 |
| | Total | 569,040.00 | 0.00 |

Note-12 : Inventories

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--------------------------------------|---------------------|---------------------|
| (a) | Stock-In-trade (Acquired in Trading) | - | 422,466.00 |
| | Total | - | 422,466.00 |

Note-13: Trade Receivables

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--|----------------------|---------------------|
| (a) | (Unsecured Considered Good) Outstanding for less than six months | 40,612,353.00 | - |
| | Total | 40,612,353.00 | - |

Note-14: Cash and Cash Equivalents

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|----------------------------|---------------------|---------------------|
| (a) | Cash in Hand | 75,567.00 | 1,024,270.00 |
| | Total | 75,567.00 | 1,024,270.00 |
| (b) | Balance with Banks | | |
| | SBI Current A/c | 1,516.00 | 17,613.00 |
| | Bank of India Dividend A/c | 1,462.00 | 1,462.00 |
| | Axis Bank | 982,020.00 | 24,034.00 |
| | Total | 984,998.00 | 43,109.00 |
| | Total | 1,060,565.00 | 1,067,379.00 |

Note-15: Loans & Advances

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--|----------------------|---------------------|
| (a) | Short Term (Unsecured Considered Good) | | |
| | Lokesh Sachdeva | 2,000,000.00 | - |
| | Medrina Healthcare Private Limited | 3,000,000.00 | - |
| (b) | Advances with Revenue Authorities | | |
| | Tax Paid Against Appeal | 1,321,608.00 | 1,321,608.00 |
| | TDSAY 2014-15 | 96,844.00 | - |
| | Advance Tax 2014-15 | 10,000.00 | - |
| (c) | Share Application Money (Pending Allotment) | | |
| | Maxheights Infrastructure Limited | 8,000,000.00 | - |
| | Ranjitgarh Finance Co. Private Limited | - | 3,300,000.00 |
| | Total | 14,428,452.00 | 4,621,608.00 |

Note-16: Revenue From Operation

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|------------------------------------|-----------------------|---------------------|
| (a) | Sales | 9,80,48,987.00 | 9,39,386.00 |
| | Net Revenue From Operations | 9,80,48,987.00 | 9,39,386.00 |

Note-17: Other Income:

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--------------------|---------------------|---------------------|
| (a) | Interest from Bank | 93,225.00 | 3,926.00 |
| (b) | Interest (Others) | 8,75,194.00 | 0.00 |
| | Total | 9,68,419.00 | 3,926.00 |

Note-18: Cost of Material Consumed

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|----------------------------------|-----------------------|---------------------|
| (a) | Cost of Material Consumed | | |
| | Opening Stock | - | - |
| | Purchases of stock in Trade | 9,70,37,920.00 | 5,26,878.00 |
| | Decrease in Inventory | 4,22,466.00 | 1,18,399.00 |
| | Freight & Cartage Inward | 86,469.00 | - |
| | Total | 9,75,46,855.00 | 6,45,277.00 |

Note-19: Employee Benefit Expense

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|-----------------|---------------------|---------------------|
| (a) | Salary To Staff | 3,42,000.00 | 1,22,400.00 |
| | Total | 3,42,000.00 | 1,22,400.00 |

Note-20: Finance Cost

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--------------|---------------------|---------------------|
| (a) | Bank Charges | 20,821.00 | 502.00 |
| | Total | 20,821.00 | 502.00 |

Note-21: Depreciation and Amortization Expense:

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|--|---------------------|---------------------|
| (a) | Depreciation | 2,31,090.00 | 0.00 |
| (b) | Preliminary & Pre-operative Exp. Written Off | 1,42,260.00 | 0.00 |
| | Total | 3,73,350.00 | 0.00 |

Note-22: Other Expense

| S.No. | Particulars | As At 31/03/2014 | As At 31/03/2013 |
|-------|------------------------------|---------------------|---------------------|
| (a) | Administrative Charges | 24,077.00 | 6,486.00 |
| (b) | Auditors Remuneration | 22,472.00 | 5,618.00 |
| (c) | Conveyance | 44,592.00 | 15,687.00 |
| (d) | Filing Fees | 7,580.00 | 6,000.00 |
| (e) | Interest On Income Tax | 1,159.00 | 192.00 |
| (f) | Misc. Expenses | 30,058.00 | 5,647.00 |
| (g) | Listing Fees | 2,809.00 | 12,750.00 |
| (h) | Professional Fees & Charges | 67,000.00 | 33,254.00 |
| (i) | Telephone Expenses | 7,896.00 | 4,234.00 |
| (j) | Fees To Stock Exchanges | 59,559.00 | - |
| (k) | Website Expenses | 3,500.00 | 0.00 |
| (l) | Electricity & Water Expenses | 15,166.00 | 0.00 |
| (m) | Meeting Expenses | 19,465.00 | 18,745.00 |
| (n) | Postage & Telegram | 11,795.00 | 17,500.00 |
| (o) | Advertisement Charges | 33,784.00 | 1,588.00 |
| (p) | Dematerialisation Expenses | 48,913.00 | - |
| (q) | Printing & Stationery | 36,436.00 | 13,457.00 |
| | Total | 4,36,261.00 | 1,41,158.00 |

Omansh Enterprises Limited

CIN: L21011DL1974PLC241646

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

Tel: 011-27324080; Fax: 011-2732 4070; Website: www.omanshenterprises.com; Email ID: info@omanshenterprises.com

BOOK POST

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 fortieth Annual General Meeting of the Company being held on Monday, 29th September, 2014 at 9:00 a.m. at Twist 'n' Turn Banquet, Shop-in Park Mall, Shalimar Bagh, New Delhi – 110088.

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

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PROXY FORM – MGT – 11

[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 | |
| DP ID and Client Id/ Folio No. | |

I/we being the member (s) of _____ Equity Shares of Omansh Enterprises Limited, 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 fortieth Annual General Meeting of the Company scheduled to be held on Monday, 29th September, 2014 at 9:00 a.m. at Twist 'n' Turn Banquet, Shop-in Park Mall, Shalimar Bagh, New Delhi-110088 and at any adjournment thereof in respect of such resolutions as are indicated below:

1 Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014. 2 Re-appointment of Mr. Radhey Shyam, who retires by rotation. 3 Appointment of M/s Satyendra Mrinal & Associates, Chartered Accountants, as the Statutory Auditors of the Company. 4 Appointment of Mr. Radhey Shayam as Whole Time Director of the Company. 5 Appointment of Mr. Vidya Sagar Bhatia as Independent Director for a term of Five years. 6 Appointment of Mr. Divesh Kumar Bajaj as an Independent Director of the Company for a term of Five years

Signed this _____ day of _____

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

OMANSH ENTERPRISES LIMITED

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

OMANSH ENTERPRISES LIMITED

CIN: L21011DL1974PLC241646

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

Phone No.: 011-27324080, Fax: 011-27324070

Website: www.omanshenterprises.com E-mail id: info@omanshenterprises.com

| | |
|-------------------------------|--|
| Folio No./DP Id. / Client Id: | |
| Name: | |
| Address: | |
| Joint Holder(s): | |
| No of shares held: | |

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Omansh Enterprises Limited (“Omansh” or “the Company”) is offering e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting scheduled to be held on Monday, September 29, 2014 at 9.00 A.M.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below:

| EVEN (E-Voting Event Number) | User ID | Password/PIN |
|-------------------------------------|----------------|---------------------|
| | | |

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 9.00 a.m. (IST) on 22nd September 2014 (Start Time)

End of e-voting : Up to 6.00 p.m. (IST) on 24th September 2014

The cut-off date (i.e. the record date) for the purpose of e-voting is 29th August, 2014.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 14th August, 2014 for the Annual General Meeting scheduled to be held on 29th September, 2014 which has already been mailed to you along with the full Annual Report for the financial year 2013-14 of the Company. **A copy of the said Notice is sent herewith for reference.** Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.omanshenterprises.com.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

Instructions for Members for voting electronically are as under:-

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select "Omansh Enterprises Limited" from the drop down menu and click on "SUBMIT."
- iv. Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v. If you are holding shares in electronic form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

| | |
|-----|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field. • In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field. |
|-----|---|

| | |
|--|---|
| Date of Birth or Date of Incorporation | Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No. |
| OR | OR |
| Bank Account Number | Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. |
| | Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field. |

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- ix. Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the electronic holders for voting on resolutions of other companies, as well, on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. Click on the EVSN for Omansh Enterprises Limited
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File" Link if you wish to view the entire Notice.
- xiii. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the voting done by you.
- xvi. If an electronic account holder has forgotten the set password, then he has a 'Forgot password' option to reset the password.

xvii. Note for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- a. The e-voting period commences on Monday, the 22nd September, 2014 (9.00 a.m. IST) and ends on Wednesday, the 24th September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- b. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 29th August, 2014.
- c. Mr. Sourabh Leekha, Advocate, has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- e. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.omanshenterprises.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company on 29th September, 2014 and communicated to the Stock Exchanges, where the shares of the Company are listed.

By Order of the Board of Directors.