

NOTICE OF 49TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 49TH ANNUAL GENERAL MEETING OF OMANSH ENTERPRISES LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2024, AT 12:00 NOON THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the report of the Auditors thereon.
2. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2024, together with the report of the Board of Director's and Auditor's thereon.

SPECIAL BUSINESS

3. **To appoint Mr. Rajiv Vashisht (DIN: 02985977) as Director of the Company**

To consider and if thought fit, to pass without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajiv Vashisht (DIN: 02985977), who was appointed as an Additional Director (Non Executive Non Independent) of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from Monday, 11th March, 2024 by the Monitoring Committee constituted under the Resolution Plan approved by the Hon'ble NCLT, New Delhi Bench vide its order dated 29th February 2024

and who holds office upto this Annual General Meeting and, who is eligible for appointment, be and is hereby appointed as Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

4. **To appoint Mr. Babulal Bhawarlal Kharwad (DIN: 08005282) as Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Babulal Bhawarlal Kharwad (DIN: 08005282), who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from Thursday 5th September, 2024 by the Board of Directors and who holds office upto this Annual General Meeting and, who is eligible for appointment, be and is hereby appointed as Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary

approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

5. To Appoint Mr. Babulal Bhawarlal Kharwad (DIN: 08005282) as the Whole-time Director of the Company

To consider and if thought fit, to give to pass with or without modification(s) the following resolution a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereto and the re-enactments thereof, also in terms of the approval accorded by the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded for appointment of Mr. Babulal Bhawarlal Kharwad (DIN: 08005282) as the Whole-time Director of the Company whose office shall be liable to retire by rotation for a period of 5 (Five) consecutive years with effect from Thursday, 5th September, 2024, till 4th September, 2029 on such remuneration as decided by the Board of Directors and further approved by the shareholders in their General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.

6. To Appoint Mr. Tushar Virendra Pratap Singh (DIN: 10388960) as the Independent Director of the Company

To consider and if thought fit, to give to pass with or without modification(s) the following resolution a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Tushar Virendra Pratap Singh (DIN:10388960) who was appointed by the Monitoring Committee constituted under the Resolution Plan approved by the Hon'ble NCLT, New Delhi Bench vide its order dated 29th February 2024 as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 11th March, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f 11th March, 2024 to 10th March, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Tushar Virendra Pratap Singh (DIN:10388960) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

7. To Appoint Mr. Asdulla Mehfuzali Khan (DIN: 10388973) as the Independent Director of the Company

To consider and if thought fit, to give to pass with or without modification(s) the following resolution a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Asdulla Mehfuzali Khan (DIN:10388973) who was appointed by the Monitoring Committee constituted under the Resolution Plan approved by the Hon'ble NCLT, New Delhi Bench vide its order dated 29th February 2024 as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from, 11th March 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f 11th March, 2024 to 10th March, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Asdulla Mehfuzali Khan (DIN: 10388973) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

8. To Appoint Mr. Rameshwar Dayal (DIN: 05248801) as the Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Rameshwar Dayal

(DIN:05248801) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from, 29th April 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f 29th April, 2024 to 28th April, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Rameshwar Dayal (DIN: 05248801) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

Date: 5th September, 2024

Place: New Delhi

**Regd. Office: B-507, 5th Floor, Statesman House,
Barakhamba Road, New Delhi – 110001**

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

**Sd/-
Anshu Kumari Agarwal
Company Secretary and Compliance Officer
M.No.: A72422**

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3, 4,5,6,7 and 8 are annexed to this notice.

Since the Directors appointed by the board need to be regularized at this ensuing annual general meeting, none of the Directors are liable to retire by the rotation at this 49th Annual General Meeting.

2. The present Annual General Meeting ("AGM") has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated 25th September, 2023 and Circular no S E B I / H O / C F D / C M D 1 / C I R / P / 2 0 2 0 / 7 9 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by SEBI (hereinafter collectively referred to as 'the Circulars'). Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.

3. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the AGM, through e-mail at omanshwork@gmail.com.

4. The Register of Members and the Share Transfer Book of the Company shall remain closed from Friday, 27th September, 2024 to Monday, 30th September, 2024 (both days inclusive). The Notice of the AGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on Friday, 30th August, 2024.
5. In accordance with the SS- 2 issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/ Guidance on applicability of Secretarial Standards-2 revised w.e.f. 1st April, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.omanshenterprises.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com and also on the website of the Registrar and Share Transfer Agent (RTA), i.e. Skyline Financial Services Private Limited at www.skylinerta.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.omanshenterprises.in for download.

7. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. omanshwork@gmail.com.
8. The participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **Annexure-B**.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, May 5, 2022 and 10/2022 dated December 28, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as "Annexure-B".
10. Ms. Anuradha Malik, Practicing Company Secretary [Membership No. A60626, COP-27205] has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
11. The remote e-voting period commences on Friday, 27th September, 2024 [09:00 A.M.] and ends on Sunday, 29th September, 2024 [5:00 P.M.]. During

this period, Members holding shares either in physical form or demat form, as on Monday, **23rd September, 2024** i.e. **cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
13. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.omanshenterprises.in and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.
14. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ('the Act') is annexed hereto. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting.

15. REQUEST TO MEMBERS

- (i) As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialization.

- (ii) S E B I h a s v i d e C i r c u l a r N o . S E B I / H O / M I R S D / M I R S D _ R T A M B / P / C I R / 2 0 2 1 / 6 5 5 d a t e d N o v e m b e r 3 , 2 0 2 1 r e a d w i t h S E B I / H O / M I R S D / M I R S D _ R T A M B / P / C I R / 2 0 2 1 / 6 8 7 d a t e d D e c e m b e r 1 4 , 2 0 2 1 a n d S E B I / H O / M I R S D / M I R S D - P o D - 1 / P / C I R / 2 0 2 3 / 3 7 d a t e d M a r c h 1 6 , 2 0 2 3 ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by Skyline Financial Services Private Limited only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by Skyline Financial Services Private Limited in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by Skyline Financial Services Private Limited /Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

- (iii) Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
- For shares held in physical form by submitting to Skyline Financial S Services Private Limited the forms given below along with requisite supporting documents:

S. No.	PARTICULARS	FORM
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

- (iv) Non-Resident Indian members are requested to inform the Company/Skyline Financial Services Private Limited (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
- (v) Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, S E B I v i d e i t s C i r c u l a r N o . SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz.,

issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Skyline Financial Services Private Limited as per the requirement of the aforesaid circular.

ANNEXURE A TO THE NOTICE

DISCLOSURE PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI'), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE AGM, IS PROVIDED HEREIN BELOW:

Name of Director	Mr. Rajiv Vashisht	Mr. Babulal Bhawarlal Kharwad
Age	54 Years	68 Years
Date of Appointment by the Board of Directors/ Monitoring Committee	11 th March 2024	5th September, 2024
Brief Resume and nature of expertise in functional areas	Mr. Rajiv Vashisht has completed MBA with Distinction in 1997 from University of Kolhapur. He worked with top companies of India in finance sector and thereafter entered in Granite Mining business. He possesses the experience of almost three decades in mining and financial service sector. His organisations have got huge proven reserves of Black Granite in Chamarajanagar (Karnataka) which is home to the best Black Granite deposits not only in India but known across world. He is true leader and love to work on ground.	Undergraduate with the experience of 15 years in the field of business and administration.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL	NIL
Terms and conditions of appointment or re – appointment	Liable to retire by rotation	Liable to retire by rotation

The remuneration last drawn	NIL	NIL
The number of Meetings of the Board attended during the year	One (1)	NIL
No. of Directorships held in other listed Companies	One (1)	NIL
Memberships / Chairmanships of Committees of other listed Companies	Two (2)	NIL
Number of shares held in the Company	NIL	NIL

Name of Director	Mr. Tushar Virendra Pratap Singh	Mr. Asdulla Mehfuzali Khan
Age	33 Years	36 Years
Date of Appointment by the Board of Directors/Monitoring Committee	11 th March 2024	11 th March 2024
Brief Resume and nature of expertise in functional areas	<p>Mr. Tushar Singh is a highly experienced and results-oriented financial expert with over 9 years of experience in the financial industry. He has a proven track record of success in a variety of financial disciplines, including Financial Planning, Wealth Management, Debt Restructuring, Family Office, Equity Raise through his strong connect of PE and VC, etc.</p> <p>An alumnus of the Mumbai University, he has done MBA in Finance. He is passionate about helping individuals and businesses achieve their financial goals and he is committed to providing clients with sound advice and practical solutions.</p> <p>He was instrumental in setting up product and research desk at Anand Rath Wealth Pvt. Ltd. And Spark Wealth Pvt. Ltd.</p>	<p>Mr. Asdulla Mehfuzali Khan is MBA in Finance from Rizvi Institute of Management Studies & Research (Mumbai University) and Academician nurturing aspiring finance professionals. Mr. Khan is proven professional with over 8 years of experience in Banking & Finance. Expertise in Investment Product Research, Project Finance, Wealth Management, Family Office Management, Banking & Financial Products, Processes & Operations. Mr. Khan played a crucial role in managing ICICI Bank's Wealth Management processes nationwide. His responsibilities included overseeing operations, compliance, products, and leading teams of SRM & RM across India. His expertise encompasses a comprehensive understanding of financial products and processes, making him a valuable asset in the banking and finance sector.</p>

Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL	NIL
Terms and conditions of appointment or re – appointment	For term of 5 year expiring of 10 th March 2024	For term of 5 year expiring of 10 th March 2024
The remuneration last drawn	NIL	NIL
The number of Meetings of the Board attended during the year	One (1)	One(1)
No. of Directorships held in other listed Companies	One (1)	One (1)
Memberships / Chairmanships of Committees of other listed Companies	One (1)	Two (2)
Number of shares held in the Company	NIL	NIL
Skills and Capabilities	He has a proven track record of success in a variety of financial disciplines, including Financial Planning, Wealth Management, Debt Restructuring, Family Office, Equity Raise through his strong connect of PE and VC, etc.	Mr. Khan is proven professional with over 8 years of experience in Banking & Finance. Expertise in Investment Product Research, Project Finance, Wealth Management, Family Office Management, Banking & Financial Products, Processes & Operations

Name of Director	Mr. Rameshwar Dayal
Age	41 Years
Date of Appointment by the Board of Directors	29 th April 2024
Brief Resume and nature of expertise in functional areas	A seasoned Company Secretary With over 11 years of experience after completing Company Secretary and LLB (D.U). He has played a pivotal role in ensuring regulatory adherence and fostering transparency within organizations across various industries. His astute understanding of corporate governance principles, coupled with his proficiency in company law and regulatory frameworks, has made him an invaluable asset in boardroom discussions. As an Independent Director, Rameshwar brings a wealth of knowledge and a keen eye for detail, contributing to strategic decision-making processes while championing ethical practices and stakeholder interests. His multifaceted expertise and unwavering commitment to upholding corporate integrity make him a trusted advisor and leader in the realm of corporate governance.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL
Terms and conditions of appointment or re – appointment	For term of 5 year expiring of 28 th April 2024
The remuneration last drawn	NIL
The number of Meetings of the Board attended during the year	NIL
No. of Directorships held in other listed Companies	NIL
Memberships / Chairmanships of Committees of other listed Companies	NIL

Number of shares held in the Company	NIL
Skills and Capabilities	He has played a pivotal role in ensuring regulatory adherence and fostering transparency within organizations across various industries. His astute understanding of corporate governance principles, coupled with his proficiency in company law and regulatory frameworks, has made him an invaluable asset in boardroom discussions. As an Independent Director, Rameshwar brings a wealth of knowledge and a keen eye for detail, contributing to strategic decision-making processes while championing ethical practices and stakeholder interests.

**ANNEXURE: B TO THE NOTICE
THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND
JOINING GENERAL MEETING ARE AS UNDER: -**

- (i) The voting period begins on Friday, 27th September, 2024 (09:00 A.M.) and ends on Sunday, 29th September, 2024, (05:00 P.M.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date (Record Date) of i.e. Monday, 23rd September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting time.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile</p>

& Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the

	screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.:18001020990 and 1800224430

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat 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.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digital alpha numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company's election screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Omansh Enterprises Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User Id and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non–Individual Shareholders and Custodians– Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to login and register themselves in www.evotingindia.com and register themselves in the “Corporates Module.”

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; omanshwork@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Monday, 23rd September, 2024 by 5:00 PM mentioning their name, demat account

number/folio number, email id, mobile number at (company email id-omanshwork@gmail.com).

These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

The Monitoring Committee constituted under the Resolution Plan approved by the Hon'ble NCLT, New Delhi Bench vide its order dated 29th February 2024 appointed Mr. Rajiv Vashisht (DIN: 02985977) as an Additional Director in the category of Non-Executive Non-Independent Director on the Board with effect from 11th March, 2024 till the conclusion of the ensuing general meeting of the company Accordingly, approval of the shareholders is sought to comply with SEBI Listing Regulations 2015 and Companies Act, 2013. Mr. Rajiv Vashisht is eligible to be appointed as Non-Independent Director in terms of Section 164 of the Companies Act, 2013. The consent to act as Director has been received from Mr. Rajiv Vashisht. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority. Mr. Rajiv Vashisht's terms of appointment shall be liable to retire by rotation.

ITEM NO. 4 & 5

The Board of Directors of the Company ('the Board') at the meeting held on Thursday, 5th September, 2024, on the recommendation of the Nomination & Remuneration Committee ('the Committee') approved the appointment of Mr. Babulal Bhawarlal Kharwad as Additional Director with effect from 5th September 2024. Further on recommendation of Nomination and Remuneration Committee, and subject to the approval of the Members, Mr. Babulal Bhawarlal Kharwad was also appointed as the Whole-time Director of the Company for a period of 5 (five) years effective from 5th September 2024 till 4th September, 2029 in terms of Sections 196, 197 and 203 read with Schedule V of the Act.

The consent has been received by Mr. Babulal Bhawarlal Kharwad pursuant to Section 152 of the Act. Additional information in respect of Mr. Babulal Bhawarlal Kharwad, pursuant to Schedule V of the Act, Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the **Annexure–A** to this Notice.

In addition to the above information, following information is also provided as per Schedule V of the Act.

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.4 & 5 of the Notice.

ITEM NO. 6

Post reviewing of confirmation of Independence received from Mr. Tushar Virendra Pratap Singh (DIN: 10388960), under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), The Monitoring Committee constituted under the Resolution Plan approved by the Hon'ble NCLT, New Delhi Bench vide its order dated 29th February 2024 at its meeting held on 11th March 2024 has approved the appointment of Mr. Tushar Virendra Pratap Singh as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 11th March, 2024 till the commencement of ensuing General Meeting of the Company.

Mr. Tushar Virendra Pratap Singh is registered under Indian Institute of Corporate Affairs ("IICA") and also has qualified his exam before the date of appointment.

The Company has received declaration from Mr. Tushar Virendra Pratap Singh that he meets with the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Tushar Virendra Pratap Singh had no prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Tushar Virendra Pratap Singh fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is independent of the management. Mr. Tushar Virendra Pratap Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of the SEBI LODR and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Tushar Virendra Pratap Singh is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as Annexure-A.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Tushar Virendra Pratap Singh (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 7

Post reviewing of confirmation of Independence received from Mr. Asdulla Mehruzali Khan (DIN: 10388973), under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), The Monitoring Committee constituted under the Resolution Plan approved by the Hon'ble NCLT, New Delhi Bench vide its order dated 29th February 2024 at its meeting held on 11th March 2024 has approved the appointment of Mr. Asdulla Mehruzali Khan (DIN: 10388973), as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 11th March, 2024 till the commencement of ensuing General Meeting of the Company.

Mr. Asdulla Mehruzali Khan (DIN: 10388973), is registered under Indian Institute of Corporate Affairs ("IICA") and also has qualified his exam before the date of appointment.

The Company has received declaration from Mr. Asdulla Mehruzali Khan (DIN: 10388973), that he meets with the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Asdulla Mehruzali Khan (DIN: 10388973), had no prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Asdulla Mehruzali Khan (DIN: 10388973), fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is independent of the management. Mr. Asdulla Mehruzali Khan (DIN: 10388973), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of SEBI LODR and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Asdulla Mehfuzali Khan (DIN: 10388973), is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as Annexure-A.

Your Board recommends the Special resolution as set out in Item No. 7 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Asdulla Mehfuzali Khan (DIN: 10388973), (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 8

Post reviewing of confirmation of Independence received from Mr. Rameshwar Dayal (DIN: 05248801) under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), basis the recommendation of Nomination and Remuneration Committee, the Board of Directors ("Board") of the Company at its meeting held on 27th March, 2024 had approved the appointment of Mr. Rameshwar Dayal (DIN: 05248801), as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 11th March, 2024 till the commencement of ensuing General Meeting of the Company.

Mr. Rameshwar Dayal (Din: 05248801), is registered under Indian Institute of Corporate Affairs ("IICA") and also has qualified his exam before the date of appointment.

The Company has received declaration from Mr. Rameshwar Dayal (DIN: 05248801), that he meets with the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Rameshwar Dayal (DIN: 05248801), had no prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Rameshwar Dayal (DIN: 05248801), fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is independent of the management. Mr. Rameshwar Dayal (DIN: 05248801), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of SEBI LODR and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Rameshwar Dayal (DIN: 05248801), is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as Annexure-A.

Your Board recommends the Special resolution as set out in Item No. 8 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Rameshwar Dayal (DIN: 05248801), (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

Date: 5th September, 2024

Place: New Delhi

**Regd. Office: B-507, 5th Floor,
Statesman House, Barakhamba Road,
New Delhi – 110001**

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

**Sd/-
Anshu Kumari Agarwal
Company Secretary and Compliance Officer
M.No.: A72422**