

OMANSH ENTERPRISES LIMITED

CIN: L21011DL1974PLC241646

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

Website: www.omanshenterprises.com; E-Mail: info@omanshenterprises.com

POSTAL BALLOT NOTICE

NOTICE TO THE MEMBERS PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement as amended from time to time, to transact the following business by members of Omansh Enterprises Limited by passing the resolutions through Postal Ballot (i.e. voting by post or through E-voting).

1. To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder, including any statutory modifications or re-enactment thereof, for the time being in force, the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges, the guidelines, regulations, circulars and clarifications issued by the Government of India (GOI), Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to the approval of the Registrar of Companies - NCT of Delhi & Haryana (the ‘ROC’) and all other necessary approval(s), consent(s), permission(s) and/or sanction(s) as may be required and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approval(s), consent(s), permission(s) or sanction(s) agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), the consent of the Members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company in the following manner:

i. Incorporating the following sub-clause no. 4 & 5 under Part A of Clause III of the Memorandum of Association of the Company after the existing sub-clause no. 3:

4. To carry on the business of manufacturing, buying, selling, trading or otherwise dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, handlooms, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped and/or ready-made garments, coverings, coated fabrics, textiles, hosiery, upholstery and silk or merchandise of every kind and description and to act as

general merchants, agents, stockists, distributors and suppliers of all kinds of goods.

5. To provide consultancy in the field of finance, marketing, accounting, engineering, construction, taxation, corporate laws, business process outsourcing, human resource, planning, controlling, e-commerce, bookkeeping, management audit, internal audit and to provide management and advisory services of all kind.

ii. the existing Part B of Clause III of the Memorandum of Association of the Company, be altered as follows:

(i) The nomenclature of Part B of Clause III be changed from “The objects incidental and ancillary to the attainment of main objects are:” to “matters which are necessary for furtherance of the object specified in clause III (A) are:”

(ii) The sub-clause no. 4 to 23 as appearing under the said Part B, be now renumbered as sub-clause no. 1 to 20.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents, writings and forms as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

2. To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder, including any statutory modifications or re-enactment thereof, for the time being in force, the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges and subject to approval(s), consent(s), permission(s) and sanction(s) if any required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members of the Company be and is hereby accorded to sub-divide each equity share of the Company of the face

value of Rs. 10/- each (fully paid-up) into 5 (Five) Equity Shares of the face value of Rs. 2/- each (fully paid-up).

RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) issued in relation to the existing Equity Shares of the face value of Rs. 10/- each (fully paid-up) held in the Physical Form as on the Record Date as may be fixed for the purpose, shall become redundant. The new share certificates shall be issued on surrender of old certificate in accordance with the provisions of Section 46 of the Companies Act, 2013 read with rule 5 and 6 of the Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT In respect of the existing equity shares of the face value of Rs. 10/- each (fully paid-up) held in dematerialized form as on the Record Date, the number of sub-divided Equity Shares of the face value of Rs. 2/- each (fully paid-up), be credited to the respective Beneficiary Accounts of the Shareholders with the Depository Participants, in lieu of existing Equity credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of the Face Value of Rs. 2/- each (fully paid-up) be issued in lieu of existing one Equity Share of Rs.10/- each (fully paid-up) shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- each of the Company and shall be entitled to dividend(s) to be declared after the sub-division of equity shares.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents, writings and forms and to take all such steps as may be deemed necessary, proper or expedient and to settle any question or difficulty that may arise in respect of the sub-division of the equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

3. **To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 13 and Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder, including any statutory modifications or re-enactment thereof, for the time being in force, the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and sanction(s) as may be necessary

from the appropriate authorities or bodies, the consent of the members of the Company be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following new Clause:

V. “The Authorized Share Capital of the Company is Rs. 3,55,00,000/- (Rupees Three Crores Fifty Five Lacs Only) divided into 1,77,50,000 (One Crore Seventy Seven Lacs Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two Only) each”.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents, writings and forms as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

By the order of the Board
For Omansh Enterprises Limited
(formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580

Date: 7th November, 2014
Place: New Delhi

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the resolutions is annexed to the notice.
2. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement the Company is pleased to offer E-voting facility also as an alternate to the members, which would enable you to cast your vote electronically, instead of physical voting through Postal Ballot Form. E-voting is optional. The, assent or dissent of the Members in respect of the resolutions contained in the Notice dated 7th November, 2014 are being taken through Postal Ballot (i.e. voting by post or through E-voting).

3. The Company has appointed Mr. Sourabh Leekha, Advocate as the Scrutinizer for conducting the Postal Ballot (i.e. voting by post or through E-voting) in a fair and transparent manner.
4. The Postal Ballot Form, detailed instruction for voting in physical form/voting through electronic mode in respect of the resolutions to be passed through Postal Ballot is annexed to the notice.
5. Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Record of Depositories as on 7th November, 2014. The voting rights of the members for physical voting through Postal Ballot Form/E-voting shall be reckoned on the paid-up value of the shares registered in the name of the Members as on 7th November, 2014.
6. Postal Ballot Notice, Postal Ballot Form, instruction for voting in physical form/voting through electronic mode is being sent to the Members through e-mail who have registered their e-mail ids with the Depository Participant (DPs)/Company's Registrar and Transfer Agent (RTA).

Members are requested to update their preferred email-ids with the DPs/RTA which will be used for the purpose of future communications.

Members whose email-id are not registered with the DPs/RTA will be sent physical copy of Postal Ballot Notice, Postal Ballot Form, instruction for voting in physical form/voting through electronic mode at their registered address.

Members whose e-mail ids are registered with the DPs/RTA and have received this notice electronically and wish to cast their vote in writing through physical Postal Ballot Form may send their request to the Company at its registered office address.
7. The Member can opt for only one mode of voting i.e. through physical Postal Ballot Form or E-voting. If the Member decides to vote through Physical Postal Ballot Form they are advised not to vote through E-voting and vice versa. In case of voting by both the modes, voting through a valid Physical Postal Ballot Form will be considered and counted and E-voting of such Member will be treated as invalid.
8. There will be one Postal Ballot Form/E-voting for every Folio/Client ID irrespective of the number of joint holders.
9. Voting rights in the Postal Ballot cannot be exercised by a proxy.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form/E-voting will be final.
11. The scrutinizer shall submit his report as soon as possible after the last date of receipt of Postal Ballot Form/E-voting but not later than seven days thereof;
12. The results of the voting through physical Postal Ballot Form and E-voting will be announced/declared by placing it along with the Scrutinizer's Report on the Website of the Company i.e. www.omanshenterprises.com. The same will be made available on the

website of CDSL and communicated to the Stock Exchanges on which the shares of the Company are listed. The date of declaration of the results of the Postal Ballot will be taken to be the date of passing of the resolution.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Since the Management of the Company intends to expand, enlarge and diversify its business and in accordance with the provisions of the Companies Act, 2013 it is desirable to amend the Clause III of Memorandum of Association of the Company, containing the Objects as fully detailed in the resolution. The amendment of the Object Clause of the Memorandum of Association of the Company needs approval of the Members of the Company.

Copy of the Memorandum of Association along with the proposed amendments is available for inspection at the Registered Office of the Company on all working days, except Saturday's, between 11.00 a.m. to 2.00 p.m. till the conclusion of the Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolutions except to the extent of their shareholding, in the Company.

The Board of Directors of the Company recommends the Resolution as set out in Item No. 1 of the notice as a Special Resolution for the approval of the Members through Postal Ballot (i.e. voting by post or through E-voting).

Item No.2

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE), Delhi Stock Exchange Limited (DSE) and Uttar Pradesh Stock Exchange Limited (UPSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company in the stock market, the Board of Directors in their meetings held on 7th November, 2014 have approved the sub-division of each equity share of the face value of Rs. 10/- each (fully paid-up) of the Company into 5 (Five) equity shares of face value of Rs. 2/- each (fully paid-up) subject to the approval of the members of the Company. The Company is seeking the approval of the members through Postal Ballot for sub-division of each of the existing equity shares of the Company.

Accordingly, each issued equity share of the face value of Rs. 10/- each (fully paid-up) of the Company existing on the Record Date shall stand sub-divided into 5 (Five) equity shares of the face value of Rs. 2/- each (fully paid-up).

The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board of Directors thereof after the approval of the Member is obtained through this Postal Ballot.

The Board is of the opinion that the aforesaid sub-division of the face value of the equity shares of the Company is in the best interest of the members.

Copy of the Memorandum of Association along with the proposed amendments is available for inspection at the Registered Office of the Company on all working days, except Saturday's, between 11.00 a.m. to 2.00 p.m. till the conclusion of the Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding, in the Company.

The Board of Directors of the Company recommends the Resolution as set out in Item No. 2 of the notice as a Special Resolution for the approval of the Members through Postal Ballot (i.e. voting by post or through E-voting).

Item No.3

The proposal of sub-division of each equity share of the face value of Rs. 10/- each (fully paid-up) of the Company into 5 (Five) equity shares of face value of Rs. 2/- each (fully paid-up) requires the amendment of the Memorandum of Association of the Company.

Accordingly, the Clause V of the Memorandum of Association of the Company is proposed to be amended in the manner as provided in the Resolution set out in Item No. 3 of the notice, to reflect the amendment in the Authorised Share Capital of the Company consequent to the proposed sub-division of each equity share of the face value of Rs. 10/- each (fully paid-up) of the Company into 5 (Five) equity shares of face value of Rs. 2/- each (fully paid-up).

Copy of the Memorandum of Association along with the proposed amendments is available for inspection at the Registered Office of the Company on all working days, except Saturday's, between 11.00 a.m. to 2.00 p.m. till the conclusion of the Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding, in the Company.

The Board of Directors of the Company recommends the Resolution as set out in Item No. 2 of the notice as a Special Resolution for the approval of the Members through Postal Ballot (i.e. voting by post or through E-voting).

By the order of the Board
For Omansh Enterprises Limited
(formerly known as Ravi Aircools Limited)

Sd/-
Radhey Shayam
Whole Time Director
DIN: 01992580

Date: 7th November, 2014
Place: New Delhi

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

INSTRUCTION FOR VOTING

VOTING IN PHYSICAL FORM

1. A member desiring to exercise voting rights by Postal Ballot Form may complete the Postal Ballot Form and send it in the attached self addressed envelope. The self addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the member, will also be accepted.
2. Duly completed Postal Ballot Form should reach the Scrutinizer on/before Thursday, 11th December, 2014 (6:00 p.m.). Any Postal Ballot Form received after this date will be treated as if reply from the member has not been received.
3. The votes should be cast either in favour or against the resolutions by placing a tick mark (v) in the appropriate column provided for assent or dissent.
4. Incomplete, unsigned, incorrectly filled Postal Ballot Forms will be rejected.
5. The Postal Ballot Form should be completed and signed by the Member (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named member and in his/her absence, by the next named member. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).
6. In case the form is signed by the power of attorney holder for and on behalf of the member, it must be accompanied by a certified true copy of the power of attorney. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, together with the attested specimen signature(s) of the authorised signatory (ies).
7. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
8. A member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the scrutinizer not later than the date and time specified in point no. 2 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope and any extraneous paper found in the envelope will be destroyed by the scrutinizer.

VOTING THROUGH ELECTRONIC MODE

The instructions for members for voting electronically are as under:

1. The voting period begins on Wednesday, 12th November, 2014 at 10:00 a.m. (Start Time) and ends on Thursday, 11th December, 2014 at 6:00 p.m. (End Time). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on 7th November, 2014 (cut-off date), may cast their vote electronically. The E-voting module shall be disabled by CDSL for E-voting after the End time mentioned above.
2. Log on to the E-voting website: www.evotingindia.com.

3. Click on Shareholders.
4. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. Members holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the no. of shares in the Dividend Bank details field as mentioned in instruction (4).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be 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.
10. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
11. Click on the EVSN for "Omansh Enterprises Limited".
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 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 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.
19. In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

OMANSH ENTERPRISES LIMITED

CIN: L21011DL1974PLC241646

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

Website: www.omanshenterprises.com; E-Mail: info@omanshenterprises.com

POSTAL BALLOT FORM

1.	Name(s) & Registered Address of the sole / first named Member			
2.	Name(s) of the Joint-Holder(s), if any			
3.	Registered Folio Number/ DP ID No / Client ID No.* *(Applicable to investors holding Shares in dematerialized form)			
4.	Number of Share(s) held			
5.	I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot, by conveying my/our assent or dissent to the said Resolutions by placing tick (v) mark in the appropriate box below:			
Item No.	Particulars	No. of Equity Shares	Please tick (v) in the appropriate box below	
			I/We ASSENT to the Resolution (FOR)	I/We DISSENT to the Resolution (AGAINST)
1.	Special Resolution for change of Object Clause of the Memorandum of Association of the Company			
2.	Special Resolution for Sub-Division of 1 (One) Equity Share of the face value of Rs. 10/- each (fully paid-up) into 5 (Five) Equity Shares of the face value of Rs. 2/- each (fully paid-up)			
3.	Special Resolution for alteration of Capital Clause of the Memorandum of Association of the Company			

Place:

Date:

Signature of the Member**Notes:**

1. Please read carefully the instructions for voting before exercising the vote.