

## **NOTICE OF 46<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 46<sup>th</sup> Annual General Meeting of M/s Omansh Enterprises Limited will be held on Wednesday, 30<sup>th</sup> day of September, 2020, through video conferencing at 04:00 P.M 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 March 31,2020 i.e. the Balance Sheet as at 31<sup>st</sup>March, 2020, the statement of Profit & Loss account and the Cash Flow Statement for the year ended on that date, together with the report of the Board of Director's and Auditor's report thereon.
2. To appoint a Director in place of Mr. Satvinder Singh (DIN: 08057553) who retire by rotation and being eligible offer himself for re-appointment.
3. Appointment of Statutory Auditor of the Company:

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

“Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013,M/S Sunil K Sharma, Chartered Accountants (Registration No. 029335N), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 51st Annual General Meeting, at a remuneration of Rs 25000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Shivsumit Wadhwa (DIN: 08466433) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Shivsumit Wadhwa (DIN: 08466433) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. December 13, 2019, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation.

**5. Appointment of Mr. Satvinder Singh (DIN: 08057553) as a Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Satvinder Singh (DIN: 08057553), who was appointed as Additional Director on December 13, 2019, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. Appointment of Mr. Vipin Bhardawaj (DIN: 08770666) as a Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vipin Bhardawaj (DIN: 08770666), who was appointed as Additional Director (Non- Executive) on July 07, 2020, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**7. Change in name of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “Omansh Enterprises Limited” to “Farmgrowth Venture Limited”.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following:

Clause I – The name of the company is “Farmgrowth Venture Limited”

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Omansh Enterprises Limited” as appearing in Name Clause of the Memorandum of Association of the Company and

wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “Farmgrowth Venture Limited”

**8. Change in registered Office of the company from NCT Delhi to State Of Punjab.**

To consider and if thought Fit, to pass, with or without Modification, 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, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government( Power delegated to Registrar of Companies) or any other authority as may be necessary, the consent of the members be and is hereby given to change the Registered Office of the Company from “National Territory of New Delhi To “State of Punjab.

**RESOLVED THAT**, pursuant to Section 13 of Companies Act 2013 and Rules made there under, Registered Office Clause of Memorandum of Association of the Company, be and is hereby altered by substituting the word “State of Punjab” for the word “National Territory of New Delhi”.

**RESOLVED FURTHER THAT** Mr. Satvinder Singh, Director, Rajneesh Thakur, Company Secretary in Practice, be and are hereby authorize to make an application to Central Government and to make Advertisement in newspaper in Form No. INC-26 and to send notice to Registrar of Companies and to creditors of the Company and to do such acts, deeds, things as may be necessary to give effect to this Resolution.

**9. Alteration inthe Main Object of Memorandum of Association the company.**

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

**"RESOLVED THAT** subject to the approval of members of the company and pursuant to the provisions of section 13 of the Companies Act, 2013, and other applicable provisions, if any, the Main Object Clause i.e. Clause III(A) of the Memorandum of Association of the Company be and is hereby substituted as per the following:

*“To carry on business of developing land, planting, growing, cultivating, producing and raising plantations of various forest species of proven utility and maintaining, conserving, protecting, preserving, tending, exploiting and managing in all respects, crops and trees raised or come up naturally, or other agricultural, plantation and horticultural crops, medicinal and aromatic plants and to buy, sell, export, import, process, distribute or otherwise deal with all kinds of forest crops, natural products, agricultural, plantation and horticultural crops, medicinal and aromatic plants.”*

**FURTHER RESOLVED THAT** all sub-clauses of Clause III (B) i.e. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS, of the Memorandum be and is hereby replaced with the new sub clauses of Clause III (B). WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A).

**Date: September 05, 2020**  
**Place: New Delhi**  
**Regd. Office:**  
**Shop No. QD-37, DDA Market, Pitampura New Delhi – 110034**  
**By Order of the Board**

**For Omansh Enterprises Limited**

**Sd/-**  
**RAJNEESH THAKUR**  
**COMPANY SECRETARY**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. UNDER THE COMPANIES ACT, 2013, VOTING IS BY A SHOW OF HANDS UNLESS A POLL IS DEMANDED BY A MEMBER OR MEMBERS PRESENT IN PERSON, OR BY PROXY, HOLDING AT LEAST ONE-TENTH OF THE TOTAL SHARES ENTITLED TO VOTE ON THE RESOLUTION OR BY THOSE HOLDING PAID-UP CAPITAL OF AT LEAST RS. 500,000. A PROXY SHALL NOT VOTE EXCEPT ON A POLL. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2. EVERY MEMBER ENTITLED TO VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY CAN INSPECT THE PROXIES LODGED AT THE COMPANY AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY DURING THE PERIOD BEGINNING TWENTY FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING AND ENDING ON THE CONCLUSION OF THE MEETING. HOWEVER, A PRIOR NOTICE OF NOT LESS THAN 3 (THREE) DAYS IN WRITING OF THE INTENTIONS TO INSPECT THE PROXIES LODGED SHALL BE REQUIRED TO BE PROVIDED TO THE COMPANY.**
- 3. THE COMPANY HAS NOTIFIED CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS FROM, THURSDAY, SEPTEMBER 24, 2020 TO WEDNESDAY, SEPTEMBER 30, 2020 (BOTH DAYS INCLUSIVE) FOR CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.**
- 4. MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE NOTICE AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING.**
- 5. TO PREVENT FRAUDULENT TRANSACTIONS, MEMBERS ARE ADVISED TO EXERCISE DUE DILIGENCE AND NOTIFY THE COMPANY OF ANY CHANGE IN ADDRESS OR DEMISE OF ANY MEMBER AS SOON AS POSSIBLE. MEMBERS ARE ALSO ADVISED NOT TO LEAVE THEIR DEMAT ACCOUNT(S) DORMANT FOR LONG. PERIODIC STATEMENT OF HOLDINGS SHOULD BE OBTAINED FROM THE CONCERNED DEPOSITORY PARTICIPANT AND HOLDINGS SHOULD BE VERIFIED.**
- 6. MEMBERS WHO ARE HOLDING SHARES IN IDENTICAL ORDER OF NAMES IN MORE THAN ONE FOLIO ARE REQUESTED TO SEND TO THE COMPANY'S REGISTRAR AND TRANSFER AGENT I.E. M/S. SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, NEW DELHI. DETAILS OF SUCH FOLIO TOGETHER WITH THE SHARE CERTIFICATES FOR CONSOLIDATING THEIR HOLDING IN ONE FOLIO. THE SHARE CERTIFICATES WILL BE RETURNED TO THE MEMBER/S AFTER MAKING REQUISITE CHANGES THEREON.**

7. **NON-RESIDENT INDIAN SHAREHOLDERS ARE REQUESTED TO INFORM THE COMPANY IMMEDIATELY:-**
- A) **CHANGE IN RESIDENTIAL STATUS ON RETURN TO INDIA FOR PERMANENT SETTLEMENT.**
  - B) **PARTICULARS OF BANK ACCOUNT MAINTAINED IN INDIA WITH COMPLETE NAME, BRANCH, BRANCH CODE, ACCOUNT TYPE, ACCOUNT NUMBER AND ADDRESS OF BANK, IF NOT FURNISHED EARLIER.**
  - C) **COPY OF RESERVE BANK OF INDIA PERMISSION.**
8. **A. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO ADVISE IMMEDIATELY CHANGE IN THEIR ADDRESS, IF ANY, QUOTING THEIR FOLIO NUMBER(S) TO THE REGISTRAR & SHARE TRANSFER AGENT OF THE COMPANY.**
- B. MEMBERS HOLDING SHARES IN THE ELECTRONIC FORM ARE REQUESTED TO ADVISE IMMEDIATELY CHANGE IN THEIR ADDRESS, IF ANY, QUOTING THEIR CLIENT ID NUMBER, TO THEIR RESPECTIVE DEPOSITORY PARTICIPANTS.**
9. **MEMBERS MAY AVAIL DEMATERIALIZATION FACILITY BY OPENING DEMAT ACCOUNTS WITH THE DEPOSITORY PARTICIPANTS OF EITHER NATIONAL SECURITIES DEPOSITORY LIMITED OR CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED AND GET THE EQUITY SHARE CERTIFICATES HELD BY THEM DEMATERIALIZED.**
10. **MEMBERS DESIROUS OF GETTING ANY INFORMATION IN RESPECT OF ACCOUNTS OF THE COMPANY AND PROPOSED RESOLUTIONS, ARE REQUESTED TO SEND THEIR QUERIES IN WRITING TO THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 7 DAYS BEFORE THE DATE OF THE MEETING, SO THAT THE REQUIRED INFORMATION CAN BE MADE AVAILABLE AT THE MEETING.**
11. **CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY, A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.**
12. **THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS MANDATED THE SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE THEREFORE, REQUESTED TO SUBMIT THE PAN TO THEIR DEPOSITORY PARTICIPANTS WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN DETAILS TO THE COMPANY/REGISTRAR & SHARE TRANSFER AGENT M/S. SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, NEW DELHI.**

**MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE ANNUAL GENERAL MEETING WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE: WWW.OMANSHENTERPRISES.IN FOR THEIR DOWNLOAD. THE PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL ALSO BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS. EVEN AFTER REGISTERING FOR E-COMMUNICATION, MEMBERS ARE ENTITLED TO RECEIVE SUCH COMMUNICATION IN PHYSICAL FORM, UPON MAKING A REQUEST FOR THE SAME, BY POST FREE OF COST. FOR ANY COMMUNICATION, THE SHAREHOLDERS MAY ALSO SEND REQUESTS TO THE COMPANY'S INVESTOR EMAIL ID: INFO@OMANSHENTERPRISES.COM.**

13. **Instructions for members for voting electronically are as under:-**

a) The voting period begins on Sunday, September 27, 2020 at 09:00 a.m. and ends on Tuesday,

September 29, 2020 at 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 September 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- d) Click on Shareholders.
- e) Now Enter your UserID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits ClientID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company
- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h) 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) 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.
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. 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 (iv).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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.
- k) 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.
- l) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m) Click on the EVSN for the relevant <OMANSHENTERPRISESLIMITED> on which you choose to vote.
- n) 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.
- o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- p) 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.
  - q) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - r) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - s) 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.
  - t) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the Mobile app while voting on your mobile.
14. 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](http://www.evotingindia.com) and register themselves as Corporates.
15. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
16. 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.
17. The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
18. 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.

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

### **Item No.4 Appointment of Mr. Shivsumit Wadhwa (DIN: 08466433) as Independent Director**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the 7 Company have appointed Mr. Shivsumit Wadhwa (DIN: 08466433) as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f 13/12/2019, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM. As an Additional Director, Shivsumit Wadhwa holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from him confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Shivsumit Wadhwa is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

In the opinion of the Board, Shivsumit Wadhwa fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Your Board believes that his induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

Save and except Mr. Shivsumit Wadhwa, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 4

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. of the Notice for the approval of the Members.

### **ITEM NO.5 Appointment of Mr. Satvinder Singh as Director:**

Board of directors of the Company though resolution passed by circulation of 13/12/2019 has appointed as Additional Director of the Company and he holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Satvinder Singh as Director of the Company.

None of the Directors, manager, key managerial personnel or their relatives except Mr. Satvinder Singh is concerned or interested in the concerned resolution.

### **Item No.6 Appointment of Mr. Vipin Bharadwaj as Director:**

Board of directors of the Company though resolution passed by circulation of 07/07/2020 has appointed as Additional Director of the Company and he holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Vipin Bharadwaj as Director of the Company.

None of the Directors, manager, key managerial personnel or their relatives except Mr. Vipin Bharadwaj is concerned or interested in the concerned resolution.



**Item No. 7 Change in name of the Company:**

At the Board meeting held on 5th day of September, 2020, the Directors of the Company put forward the proposal to change the name of the Company by new name "Farmgrowth Venture Limited" would be used to give better representation in the Market. The Board of Directors discussed the same and is of the opinion that the name of the company be changed from 'Omansh Enterprises Limited' to 'Farmgrowth Venture Limited.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

The members may consider & pass the proposed resolution as Special Resolution.

None of the Directors, manager, key managerial personnel or their relatives is concerned or interested in the concerned resolution.

**Item No. 08 - Change in registered Office of the company from NCT Delhi to State of Punjab**

The Company was incorporated on 20/03/1974 with its registered office situated in the Territory of Delhi for carrying on the main objects as mentioned in the Memorandum of Association of the Company.

The company has its corporate office located at Unit No 57, 3rd Floor Sushma Infinium, Chandigarh Ambala Highway Zirakpur, Punjab 140603. Moreover, all of the operations and administrative activities of the Company are carried out from the Corporate Office situated at Zirakpur, Punjab.

So, if the registered office the company is shifted from National Territory of Delhi to the State of Punjab subject to the approval of Hon'ble Regional Director, Northern Region, Delhi, it will not only help the company to carry on the business activities more economically and efficiently but also help to enlarge the area of its business operations.

Since all the present employees of the company will be retained in the company on their present terms and conditions, no interest of any employee of the company will be adversely affected by shifting the Registered Office in to State of Punjab.

Keeping in view all the facts stated above and to carry on the business of the Company more economically and efficiently and also to enlarge the area of business operations, it is hereby proposed to approve the shifting of Registered Office of the company from the "National Territory of Delhi" to the "State of Punjab" and to alter Clause II of the Memorandum of Association of the Company by substituting the words National Territory of Delhi to the State of Punjab, subject to the approval of shareholders and the Hon'ble Regional Director, Northern Region, Delhi.

The members may consider & pass the proposed resolution as Special Resolution.

None of the Directors, manager, key managerial personnel or their relatives is concerned or interested in the concerned resolution.

**Item No.09**

The Company is in the process of commencing certain new business activities and consequently the company is also altering its main objects. Hence Clause III (A) of the company shall be and is hereby substituted as per the following:

*“To carry on business of developing land, planting, growing, cultivating, producing and raising plantations of various forest species of proven utility and maintaining, conserving, protecting, preserving, tending, exploiting and managing in all respects, crops and trees raised or come up naturally, or other agricultural, plantation and horticultural crops, medicinal and aromatic plants and to buy, sell, export, import, process, distribute or otherwise deal with all kinds of forest crops, natural products, agricultural, plantation and horticultural crops, medicinal and aromatic plants.”*

FURTHER RESOLVED THAT all sub-clauses of Clause III (B) i.e. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS, of the Memorandum be and is hereby replaced with the new sub clauses of Clause III (B).WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A).

Under the provisions of section 13 of the Companies Act, 2013, the alteration in objects clause in the Memorandum of Association is permissible only by way of passing a special resolution in the general meeting. So, the resolution is being proposed as Special Resolution for the consideration and approval of the members of the company.

Draft amended copy of the Memorandum of Association of the company is enclosed herewith and also available at the registered office of the company for inspection during business hours till the date of the meeting.

None of the Directors, promoters or key managerial personnel of the Company is/are concerned or interested, directly or indirectly, in the resolution.