

27<sup>th</sup> August, 2024

To,  
The Manager - Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051.

**Reference: - Omfurn India Limited;  
NSE Code - OMFURN;  
ISIN: INE338Y01016.**

**Sub: - Notice of 27<sup>th</sup> Annual General Meeting (AGM) of Omfurn India Limited  
(the "Company").**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice convening the Annual General Meeting of the Company for the financial year 2023-24.

The Annual General Meeting of the Members of Company will be held on Saturday, 21<sup>st</sup> September, 2024 at 11.00 a.m. at the Registered Office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai-400101.

The Notice of the AGM for the financial year 2023-24 is also being made available on the website of the Company at [www.omfurnindia.com](http://www.omfurnindia.com)

You are kindly requested to take note of the above and acknowledge the receipt.

Yours faithfully,

**For Omfurn India Limited**

**Dhara P Shah  
Company Secretary  
ACS29177**

**Encl.: As above**

## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting (“AGM”) of the members of Omfurn India Limited (the “Company”) will be held on Saturday, September 21, 2024 at 11.00 a.m. at the Registered office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai-400101 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mr. Narendra C Vishwakarma (DIN: 00103447), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, M/s. Ashok Shetty & Co., Chartered Accountants, Mumbai (Firm Registration No. 117134W), be and are hereby appointed as Statutory Auditors of the Company for a period of five (5) consecutive years, to hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2029, at such remuneration as shall be fixed by the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

### **SPECIAL BUSINESS:**

4. To consider re-appointment of Mr. Prasad N Chirravuri (DIN:08604812) for the second term of 5 years as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Prasad N Chirravuri (DIN: 08604812), whose present term of office as an Independent Director expires on 6<sup>th</sup> November, 2024 and who has given his consent for the re-appointment and who has submitted a declaration that he meets the criteria for Independence under Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment and in respect of whom notice has been received from a Member under Section 160 of the Act signifying the intention to propose his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, consent of the members be and is hereby accorded to re-appoint Mr. Prasad N Chirravuri (DIN: 08604812) as an Independent Director of the Company, for a second term of five (5) consecutive years with effect from 7<sup>th</sup> November, 2024 to 6<sup>th</sup> November, 2029 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the any of the Directors of the Company, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To consider re-appointment of Ms. Geeta (DIN:08769814) for the second term of 5 years as a Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 as amended, Ms. Geeta (DIN: 08769814), whose present term of office as an Independent Director expires on 26<sup>th</sup> June, 2025 who has given her consent for the re-appointment and who has submitted a declaration that she meets the criteria for Independence under Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment and in respect of whom notice has been received from a Member under Section 160 of the Act signifying the intention to propose her candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, consent of the members be and is hereby accorded to re-appoint Ms. Geeta (DIN: 08769814) as an Independent Director of the Company for a second term of 5 (Five) consecutive years with from 27<sup>th</sup> June, 2025 to 26<sup>th</sup> June, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the any of the Directors of the Company, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors  
**Omfurn India Limited**

**Dhara Pratik Shah**  
Company Secretary

Place: Mumbai  
Date: August 3, 2024

**Registered Office:**

109, Gundecha Industrial Complex,  
Akurli Road, Kandivali (East),  
Mumbai - 400 101

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No. 3 to 5 of the accompanying notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the AGM.
5. During the period beginning 24 hours before the time fixed for commencement of the AGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members, Proxies and Authorized Representatives are requested to bring to the AGM, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No., along with their copy of the Annual Report at the time of attending the Meeting.
7. In case of joint holders attending the AGM, the joint holder who is highest in the order of names will be entitled to vote at the AGM.
8. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except Saturdays and Sundays up to the date of this AGM of the Company.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 27<sup>th</sup> AGM, i.e. September 21, 2024. Members seeking to inspect such documents can send an email to [dharashah@omfurnindia.com](mailto:dharashah@omfurnindia.com)
10. The Register of Members & Share Transfer Books of the Company will remain closed from Saturday, September 14, 2024 to Saturday, September 21, 2024 (both days inclusive) in connection with the AGM.
11. The members are requested to notify change of address, E-mail id's, if any, and to make all correspondence in connection with shares held by them to the Company or to the Company's Registrar and Transfer Agent viz. Bigshare Services Private Limited, having its office at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai-400093, Maharashtra quoting their Folio number or their Client ID number with DPID number, as the case may be.
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.
13. Details pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standards-2 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
14. In compliance with the aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website, website of SME Emerge Platform of National Stock Exchange of India and on the website of National Securities Depository Limited (NSDL).
15. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of Friday, August 23, 2024.
16. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or remote E-voting. If Members opt for remote E-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote E-voting prior to the date of the meeting can attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
17. A route map showing directions to the venue of the 27<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
18. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being [www.omfurnindia.com](http://www.omfurnindia.com).
19. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
20. For receiving all communication (including Annual Report) from the Company, members are requested to register/update their email addresses with the relevant Depository participant.
21. The instructions for members for remote e-voting are as under:-

The remote e-voting period begins on Wednesday, September 18, 2024 at 09:00 A.M. and ends on Friday, September 20, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 13, 2024 may cast their vote electronically. The voting right of shareholders

shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 13, 2024.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">  <p>NSDL Mobile App is available on   App Store  Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting.

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

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at no.: 022 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [acs.pmehta@gmail.com](mailto:acs.pmehta@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to

key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [धारशाह@omfurnindia.com](mailto:धारशाह@omfurnindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [धारशाह@omfurnindia.com](mailto:धारशाह@omfurnindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
22. Members who would like to express their views/have questions during the AGM may register themselves as speaker by sending their questions atleast 10 days in advance from their registered email address mentioning their name, demat account number/folio number, PAN, email id, mobile number at [धारशाह@omfurnindia.com](mailto:धारशाह@omfurnindia.com). The same will be replied by the company suitably. Those members who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM for smooth conduct of the AGM.
23. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two working days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by the Chairman in writing, who shall declare the result of the voting forthwith.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.omfurnindia.com](http://www.omfurnindia.com) and on the website of NSDL within two working days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to SME Emerge Platform of National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors  
**Omfurn India Limited**

**Dhara Pratik Shah**  
Company Secretary

Place: Mumbai  
Date: August 3, 2024

**Registered Office:**  
109, Gundecha Industrial Complex,  
Akurli Road, Kandivali (East),  
Mumbai - 400 101



**ANNEXURE TO ITEM NO. 2 OF THE NOTICE**

Details of Director seeking Re-appointment at the ensuing Annual General Meeting  
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Narendra C Vishwakarma.
Director Identification Number(DIN)	00103447
Date of birth	22 <sup>nd</sup> January, 1978
Nationality	Indian
Date of Appointment on Board	30 <sup>th</sup> June, 2004
Qualification	B.A, LL.B
Capacity	Executive Director and CEO
Relationships between Directors Inter-se	Mr. Rajendra Vishwakarma and Mr. Mahendra Vishwakarma are related as brothers
Area of Experience	He looks after the operations and also interacts with the representatives of customers. He also looks after the coordination of site personnel for smooth functioning.
Shareholding in Omfurn India Limited	10,20,000 equity shares
Number of Meeting of the Board attended during the year	Attended all the 8 meetings held during the financial year.
List of Directorships held in other Companies(excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Terms and conditions of appointment/ re-appointment	Appointment as a Director subject to retirement by rotation
Details of remuneration sought to be paid	Entitled to remuneration as per the limits set out in the Act and as approved by the Board and Shareholders of the Company.
Details of last Remuneration drawn	Kindly refer notes to accounts

**ANNEXURE TO ITEM NO. 4, & 5 OF THE NOTICE**

Details of Director seeking Re-appointment at the ensuing Annual General Meeting  
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

<b>Name of Director</b>	Mr. Prasad N Chirravuri	Ms. Geeta
<b>Director Identification Number(DIN)</b>	08604812	08769814
<b>Date of birth</b>	11 <sup>th</sup> November, 1967	10 <sup>th</sup> June, 1988
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment on Board</b>	7 <sup>th</sup> November, 2019	27 <sup>th</sup> June, 2020
<b>Qualification</b>	Diploma in Interior Designing and Decoration	Post Graduate Diploma in Business Administration (Finance) and Bachelors in Banking & Insurance
<b>Capacity</b>	Non-Executive Independent Director	Non-Executive Independent Director
<b>Number of Meeting of the Board attended during the year</b>	Attended all the 8 meetings held during the financial year.	Attended all the 8 meetings held during the financial year.
<b>Relationships between Directors Inter-se</b>	N.A	N.A
<b>Terms and conditions of appointment/ re-appointment</b>	Re-Appointment as a Non-Executive Independent Director.	Re-Appointment as a Non-Executive Independent Director.
<b>Area of Experience</b>	He has successfully designed in numerable bungalows, flats, offices, hospitals, clinics, few banks, restaurants, photos studio, play schools & mosque. His main strength lies in his ability to understand the client which he constantly strives to inculcate in his associates. He is also handling civil works for residential, commercial and industrial complexes.	She has worked on software's like SAP, CRM, Tally 9.0, MAP and Aircheck. She is proficient in creating master base file with ingredient and growthdrivers.
<b>Shareholding in Omfurn India Limited</b>	NIL	NIL
<b>List of Directorships held in other Companies(excluding foreign, private and Section 8 Companies)</b>	NIL	NIL
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies (excluding Omfurn India Limited)</b>	NIL	NIL
<b>Details of remuneration sought to be paid</b>	Entitled to sitting fees for attending Meetings of the Board/ Committees as per the limits set out in the Act.	Entitled to sitting fees for attending Meetings of the Board/ Committees as per the limits set out in the Act.
<b>Details of last remuneration drawn</b>	NA	NA

**Explanatory Statement under Section 102 of the Companies Act, 2013:****Item No. 3:—****Statutory Auditors**

The tenure of M/s. C B Mehta & Associates, Chartered Accountants, (ICAI Firm Registration No.124978W), Chartered Accountants as Statutory Auditors is expiring at the conclusion of 27<sup>th</sup> Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s C B Mehta & Associates, Chartered Accountants during their association with the Company as its auditors.

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 3, 2024 proposed and recommended the appointment of M/s. Ashok Shetty & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117134W), a peer reviewed firm as Statutory Auditors of the Company for a period of five consecutive years i.e. to hold the office from conclusion of this 27<sup>th</sup> AGM till the conclusion of 32<sup>nd</sup> AGM to be held in the year 2029 at a remuneration as may be fixed by Board of Directors of the Company and the Auditors.

M/s. Ashok Shetty & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 117134W) is a firm of Chartered Accountants. They provide services related to statutory audit, income tax, goods and service tax returns, ITR filings and other related services.

M/s. Ashok Shetty & Co., Chartered Accountants, have provided their consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board, based on the recommendation of Audit Committee, has proposed to pay them fees of Rs.6.5 lakhs (Statutory and Tax Audit fee) and applicable taxes, for the financial year 2024-25.

The Board recommends the ordinary resolutions as set out in Item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 3 of the Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under SEBI Listing Regulations.

**Item No: 4**

Mr. Prasad N Chirravuri is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November, 2019. Mr. Prasad N Chirravuri is a member of Nomination and Remuneration Committee, Audit Committee and Stakeholders Relationship Committee. He has done his diploma in interior designing and decoration in the year 1992. He has successfully designed innumerable flats, bungalows, offices, hospitals etc. His main strength lies in his ability to understand the client.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Prasad N Chirravuri was appointed for a period of 5 years being the first term and whose present term of office as an Independent Director expires on 6<sup>th</sup> November, 2024, who has given his consent for the re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act signifying the intention to propose his candidature for the office of Director for re-appointment as an Independent Director for second term of 5 (Five) years from 7<sup>th</sup> November, 2024 to 6<sup>th</sup> November, 2029.

The Company has received a declaration from Mr. Prasad N Chirravuri that he meets with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have complied with sub-rule (1) and sub-rule (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 and his name has been included in the data bank of the 'Indian Institute of Corporate Affairs at Manesar'.

The Board is of the opinion that Mr. Prasad N Chirravuri is independent of the management and is a person of integrity and possesses relevant expertise and vast experience and brings an independent judgement on the Board's

discussions especially on issues related to finance, handling civil works for residential, commercial and industrial complexes.

The Board of Directors at their meeting held on 3<sup>rd</sup> August, 2024 and on the recommendation of the Nomination & Remuneration Committee held on 3<sup>rd</sup> August, 2024 and considering the expertise, experience and contributions made by Mr. Prasad N Chirravuri to the Company, approved his re-appointment for second term of 5 years and continuation of his re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, subject to the approval of the members of the Company at the ensuing Annual General Meeting.

Mr. Prasad N Chirravuri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company.

Copy of the draft letter for re-appointment of Mr. Prasad N Chirravuri as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day (excluding Saturday and public holidays) between 11.00 AM and 1.00 PM, up to the date of ensuing Annual General Meeting.

Mr. Prasad N Chirravuri does not hold any Equity Shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company.

Accordingly, the Board recommends the re-appointment of Mr. Prasad N Chirravuri as an Independent Director for a second term of five (5) years for passing by the Members of the Company as a Special Resolution.

Except Prasad N Chirravuri (being an appointee), none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in any way, either financially or otherwise in the Resolution set out at Item No. 4 of this Notice.

#### **Item No.5**

Ms. Geeta is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company in June, 2020. Ms. Geeta is a member of Nomination and Remuneration Committee and Stakeholders Relationship Committee. She is a post graduate diploma in Business administration (Finance) from Symbiosis International University. She also completed her Bachelors in Banking & Insurance. She has worked on software's like SAP, CRM, Tally 9.0, MAP & Aircheck. She is also proficient in creating master base file with ingredient and growth drivers. She has also worked with various listed companies like Ranbaxy Laboratories Limited, Asian PPG Industries Limited.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Ms. Geeta was appointed for a period of 5 years being the first term and whose present term of office as an Independent Director expires on 26<sup>th</sup> June, 2025 who has given her consent for the re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act signifying the intention to propose her candidature for the office of Director for re-appointment as an Independent Director for second term of 5 (Five) years from 27<sup>th</sup> June, 2025 to 26<sup>th</sup> June, 2030.

The Company has received a declaration from Ms. Geeta that she meets with the criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act and regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have complied with sub-rule (1) and sub-rule (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 and her name has been included in the data bank of the 'Indian Institute of Corporate Affairs at Manesar'.

The Board is of the opinion that Ms. Geeta is independent of the management and is a person of integrity and possesses relevant expertise and vast experience and brings an independent judgement on the Board's discussions.

The Board of Directors at their meeting held on 3<sup>rd</sup> August, 2024 and on the recommendation of the Nomination & Remuneration Committee held on 3<sup>rd</sup> August, 2024 and considering the expertise, experience and contributions made by Ms. Geeta to the Company, approved her re-appointment for second term of 5 years and continuation of her re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, subject to the approval of the members of the Company at the ensuing Annual General Meeting.

Ms. Geeta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company.

Copy of the draft letter for re-appointment of Ms. Geeta as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day (excluding Saturday and public holidays) between 11.00 AM and 1.00 PM, up to the date of ensuing Annual General Meeting.

Ms. Geeta does not hold any Equity Shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company.

Accordingly, the Board recommends the re-appointment of Ms. Geeta as an Independent Director for a second term of five (5) years for passing by the Members of the Company as a Special Resolution.

Except Ms. Geeta (being an appointee), none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in any way, either financially or otherwise in the Resolution set out at Item No. 5 of this Notice.

By Order of the Board of Directors  
**Omfurn India Limited**

**Dhara Pratik Shah**  
Company Secretary

Place: Mumbai  
Date: August 3, 2024

**Registered Office:**  
109, Gundecha Industrial Complex,  
Akurli Road, Kandivali (East),  
Mumbai - 400 101

**ROUTE MAP TO THE VENUE OF 27<sup>th</sup> ANNUAL GENERAL MEETING OF OMFURN INDIA LIMITED**

**Venue**

**109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai - 400101.**

