

Date: March 24, 2025

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

Subject: Notice of Extra-Ordinary General Meeting ("EGM") of the Company. - Disclosure of information under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice convening the Extra-Ordinary General Meeting of the Company.

The EGM of the Members of Company will be held on Wednesday, 16th April, 2025 at 11.30 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in compliance with General circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of the EGM is also available on the website of the Company at: <u>www.omfurnindia.com/</u>

We request you to kindly take note of the same.

Thanking you,

For Omfurn India Limited

Dhara Pratik Shah Company Secretary ACS29177

OMFURN INDIA LIMITED

ISO 9001-2015 · ISO 14001-2015 · ISO 45001-2018 **Regd. / Corporate Office:** 109,110, Gundecha Industrial Complax, Aakurli Road, Kandivali (East), Mumbai - 400 101, India. Tel.: +91-22-42108900. **Email:** omfurn@omfurnindia.com · **Web:** www.omfurnindia.com

Facotry : Plot No. 6 to 8, 52 Hector Expansion Area, New GIDC, Umbergaon - 396 171, Disct. Valsad, Gujarat, India. Tel.: +91-260-2562076 / 2562311. CIN No: L20200MH1997PLC111887



OMFURN INDIA LIMITED

CIN: L20200MH1997PLC111887

Registered Office Address: 109, Gundecha Industrial Complex, Akurli Road, Kandivali (East), Mumbai-400101 Tel. No.: +91 22 4210 8900, Email id:- <u>omfurn@omfurnindia.com</u>, Website: www.omfurnindia.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("**EGM**") of the Members (the "**Shareholders**" or the "**Members**") of Omfurn India Limited ("**Company**") will be held on Wednesday, April 16, 2025, at 11.30 A.M (IST) through Video Conference ("**VC**") or Other Audio Visual Means ("**OAVM**"), to consider and transact the following Special Business:

1. TO OFFER, ISSUE AND ALLOT 4,17,600 CONVERTIBLE EQUITY SHARE WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("SEBI") and/or National Stock Exchange of India Limited ("NSE"/"Stock Exchange"), on which the equity shares of the Company having face value of Rs.10 each ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and / or any other competent authorities (hereinafter referred to as 'Applicable **Regulatory** Authorities') from time to time, to the extent applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches in compliance with Chapter V of the SEBI ICDR Regulations, up to 4,17,600 (Four Lakh Seventeen Thousand and

Six Hundred) Convertible Equity Share Warrants (hereinafter referred to as "**Warrants**") carrying an entitlement to subscribe to an equivalent number of equity shares of the Company of face value of \gtrless 10 (Rupees Ten Only) each at an issue price of \gtrless 97 each (Rupees Ninety Seven Only) including premium of \gtrless 87 each (Rupees Eighty Seven) payable in cash ("**Warrant Issue Price**") which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board and Stock Exchange at the time of issue or allotment, aggregating to \gtrless 4,05,07,200/- (Rupees Four Crore Five Lakh Seven Thousand and Two Hundred Only), for cash, to the below mentioned allottees ("**Proposed Allottee(s) or Warrant holder(s)**"), being persons belonging to Promoter and Promoter Group of the Company on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations. The details of the proposed allottees are mentioned below:

Sr.	Name of Proposed Allottees	No. of Warrants	Category
No			
1.	Rajendra Chitbahal Vishwakarma	1,39,200	Promoter
2.	Mahendra Chitbahal Vishwakarma	1,39,200	Promoter
3.	Narendra Chitbahal Vishwakarma	69,600	Promoter
4.	Ravindra Chitbahal Vishwakarma	69,600	Promoter Group

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of the SEBI ICDR Regulations, for the determination of the Warrant Issue Price of the Warrants shall be Monday, March 17, 2025 ("**Relevant Date**") being the date which is 30 (thirty) days prior to the date of Extraordinary General Meeting ("**EGM**") i.e., Wednesday, April 16, 2025.

RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

- a. Proposed Allottee(s) of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations and the balance 75% of the Warrant Issue Price shall be payable by the Proposed Allottee(s) at the time of exercising the conversion of Warrants.
- b. Consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottee(s).
- c. Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of receipt of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

- d. Warrants shall be convertible into equity shares, in one or more tranches, within a period of 18 (eighteen) months from the date of allotment or earlier at the option of the allottees.
- e. In case the Warrant holder(s) does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- f. Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- g. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee(s) of such warrants.
- h. Resulting equity shares shall rank pari-passu with the existing fully paid-up equity shares of the Company including dividend and voting Rights etc.
- i. Resulting equity shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- j. Entire pre-preferential allotment equity shareholding of the Proposed Allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- k. Warrants and/or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
- 1. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- m. Warrants by itself until converted into Equity Shares, does not give to the Warrant holder(s) any rights (including any dividend or voting rights) in the Company in respect of such underlying Equity Shares.

RESOLVED FURTHER THAT the members be and hereby take note of certificate from Mr. Prashant S Mehta, Practicing Company Secretary as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approval(s) as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee(s) in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee(s) inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act and the

SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee(s) for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, making applications to the Stock Exchange for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Warrants, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board For Omfurn India Limited SD/-Dhara Pratik Shah Company Secretary Membership Number: ACS29177

Place : Mumbai Date : March 20, 2025

Registered Office:

109, Gundecha Industrial Complex, Akrurali Road, Kandivali East, Mumbai, Maharashtra, India, 400101 **CIN**: L20200MH1997PLC111887 **E-mail**: <u>omfurn@omfurnindia.com</u> **Website**: www.omfurnindia.com/

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 & Regulation 163(1) of the SEBI ICDR Regulations)

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of the SEBI ICDR Regulations, in respect of items given in the Notice that requires approval of the Members.

<u>ITEM NO. 1</u>

The Board of Directors of the Company ("**Board**") at their meeting held on Thursday, March 20, 2025 have considered and approved the proposal of raising funds by way of preferential issue on a private placement basis of Convertible Equity Share Warrants (hereinafter referred to as "**Warrants**") carrying an entitlement to subscribe to an equivalent number of equity shares of the Company.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**"), read with the rules made thereunder, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"). The details of the issue and other particulars, as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. <u>Particulars of the offer including the date of passing of the Board Resolution:</u>

The Board of Directors of the Company at its meeting held on Thursday, March 20, 2025, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis ("**Preferential Issue**"), in one or more tranches in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Act and Rules made thereunder and the SEBI ICDR Regulations, of the following securities to the proposed allottee(s) ("**Proposed Allottee(s)**" or "**Warrant Holder**"):

• Up to an aggregate of up to 4,17,600 (Four Lakh Seventeen Thousand and Six Hundred) Convertible Equity Share Warrants ("**Warrants**") carrying an entitlement to subscribe to an equivalent number of equity shares of the Company of face value of ₹ 10 (Rupees Ten Only) each at an issue price of ₹ 97 each (Rupees Ninety Seven Only) including premium of ₹ 87 each (Rupees Eighty Seven Only) payable in cash ("**Warrant Issue Price**") which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

2. **Objects of the Preferential Issue:**

Our Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") to have access to long term resources to meet its growth requirements, working capital and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise the funds through issue of Warrants on preferential basis. The Company may utilize the proceeds from the preferential issue of Page 5 of 20

Warrants to fund the capital requirement for the purpose of repayment or part pre-payment of secured / unsecured borrowings of the Company other than from Promoter/promoter group parties, working capital requirements and for general corporate purpose and for any other purpose as may be decided and approved by the Board.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above-stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on the current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

3. Monitoring of Utilization of Funds:

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

4. <u>Kinds of securities offered and the price at which security is being offered, and the total/</u> <u>maximum number of securities to be issued :</u>

This Special Resolution authorize the Board to issue and allot, by way of the preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, up to 4,17,600 (Four Lakh Seventeen Thousand and Six Hundred) Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of the Company of face value of \gtrless 10 (Rupees Ten Only) each at an Warrant Issue Price of \gtrless 97 each (Rupees Ninety Seven Only) including premium of \gtrless 87 each (Rupees Eighty Seven Only) payable in cash. Further, no assets of the Company are charged as securities for the said preferential issue.

5. <u>Relevant Date:</u>

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Monday, March 17, 2025, the date 30 days prior to the date of EGM.

6. <u>Basis on which the price has been arrived at and justification for the price (including premium), if any:</u>

Pursuant to Regulation 164 of ICDR Regulations the minimum price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- (a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date ("90 trading days VWAP"); and
- (b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date ("**10 trading days VWAP**").

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations:

- i. 90 trading days VWAP is ₹ 95.37 and
- ii. 10 trading days VWAP is ₹ 85.97

Further, proviso to Regulation 164 ICDR Regulations provides that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under Regulation 164, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue of Warrants. However, the Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations

Thus, accordingly the minimum price at which the Convertible Warrant can be issued is \gtrless 95.37 per Warrant. In view of the above, the Company proposes to issue the Warrant at an issue price of \gtrless 97 (including premium of \gtrless 87) per Warrant, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: **Not Applicable.**

Valuation for consideration other than cash: Not Applicable.

7. Amount which the Company intends to raise by way of securities:

The Warrants are proposed to be issued for cash at a price of ₹ 97 per Warrant (Rupees Ninety-Seven Only), including a premium of ₹ 87 per Warrant (Rupees Eighty-Seven Only) aggregating to ₹ 4,05,07,200/- (Rupees Four Crore Five Lakh Seven Thousand and Two Hundred Only).

8. <u>Pending preferential issue:</u>

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. <u>**Re-computation of Issue Price**</u>:

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so, and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

10. **Payment of Consideration:**

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (Twenty-Five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

The balance exercise price of the Warrant, equivalent to 75% (Seventy-Five per cent) of the issue price, shall be payable by the Proposed Allottee(s) at the time of exercise of the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

11. <u>Dues toward SEBI, Stock Exchange or Depositories:</u>

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

12. <u>The class or classes of persons to whom the allotment is proposed to be made:</u>

The preferential issue of Warrants is proposed to be made to persons belonging to the Promoter/Promoter Group category of the Company.

13. <u>Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue:</u>

Except for the Proposed Allottee(s), who are persons belonging to the Promoter/Promoter Group category and also the Directors' of the Company, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the preferential issue.

14. <u>Proposed time frame within which the preferential issue shall be completed:</u>

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottees pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares

pursuant to the exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise by the allottee of such Warrants.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares allotted pursuant to conversion of the Warrants. The Equity shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

16. Shareholding pattern of the Company before and after the preferential issue :

The shareholding pattern of the Company before and after the proposed preferential issue is as follows:

Sr. No.	Category	Pre-iss shareholdi Existin sharehold	ing i.e. ng ting*	Post-issue sha i.e. after allo Warrants bu conversion of into equity	otment of It prior to f Warrants y shares	Post-is shareholdin diluted basis allotment c shares and conversion of into equity	g on fully s i.e. after of equity d upon f Warrants shares**
		No. of shares held	%	No. of shares held	%	No. of shares held	%
А.	Promoters' holding :						
1	Indian:						
	Individual	60,14,400	51.08	60,14,400	51.08	64,32,000	52.76
	Bodies Corporate	0	0.00	0	0.00	0	0.00
	Sub Total	60,14,400	51.08	60,14,400	51.08	64,32,000	0.00
2	Foreign Promoters	0	0.00	0	0.00	0	0.00
	Sub Total (A)	60,14,400	51.08	60,14,400	51.08	64,32,000	52.76
В	Non Promoters holding:						
1	Institutional Investors	2,01,600	1.71	2,01,600	1.71	2,01,600	1.65
2	Non Institutional Investors						
	Others (Public Including NRIs)	55,58,400	47.21	55,58,400	47.21	55,58,400	45.59
	Sub Total (B)	57,60,000	48.92	57,60,000	48.92	57,60,000	47.24
	Grand Total (A) + (B)	1,17,74,400	100.00	1,17,74,400	100.00	1,21,92,000	100.00

*The Pre-Preferential shareholding pattern is as of March 21, 2025 **The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to the preferential issue.

17. <u>Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:</u>

The proposed allottees i.e. Mr. Rajendra Chitbahal Vishwakarma, Mr. Mahendra Chitbahal Vishwakarma, Mr. Narendra Chitbahal Vishwakarma and Mr. Ravindra Chitbahal Vishwakarma being the natural persons are the ultimate beneficial owners of the Warrants proposed to be allotted. There is no change in control pursuant to the allotment of the Warrants.

18. Lock-in Period:

The Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations.

- The entire pre-preferential shareholding of the Proposed Allottee(s) shall be subject to lock in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants, as per the requirement of the SEBI ICDR Regulations.
- The Warrants proposed to be issued to Proposed allottee(s), being persons belonging to Promoter/Promoter Group category of the Company, shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.
- The proposed allotment of Equity Shares pursuant to the conversion of Warrants to Proposed Allottee(s), being persons belonging to Promoter/Promoter Group category of the Company, shall be subject to fresh lock-in for a period of 18 months from the date of grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

19. <u>The current and proposed status of the Proposed Allottee(s) post the preferential issues</u> <u>namely, Promoter or Non-Promoter:</u>

As mentioned above, the Proposed Allottee(s) are persons belonging to Promoter/Promoter Group entities of the Company and such status will continue to remain the same post the Preferential Issue.

20. <u>Practicing Company Secretary's Certificate:</u>

A certificate from Mr. Prashant S Mehta, Proprietor of P. Mehta & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website <u>www.omfurninidia.com</u>

21. <u>Valuation and justification for the allotment proposed to be made for consideration other</u> <u>than cash:</u>

Not applicable.

22. <u>Number of persons to whom allotment on a preferential basis has already been made</u> <u>during the year, in terms of the number of securities as well as price:</u>

During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. Principle terms of assets charged as securities:

Not applicable.

24. <u>Material terms of raising such securities:</u>

All material terms have been set out above.

25. Undertakings:

- The Proposed Allottee(s) has confirmed that it has not sold any equity shares of the Company during the 90 trading date preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to Proposed Allottee(s) is being sought by way of a Special Resolution as set out in the said Item No. 1 of this Notice.

The issue of the Warrants under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Rajendra Chitbahal Vishwakarma - Managing Director, Mahendra Chitbahal Vishwakarma - Whole Time Director & Chief Financial Officer, Narendra Chitbahal Vishwakarma - Director & Chief Executive Officer, Prashant Rajendra Vishwakarma - Whole Time Director and Parmanand Mahendra Vishwakarma - Whole Time Director, to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution.

Except them, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 1 of this Notice.

By Order of the Board For Omfurn India Limited SD/-Dhara Pratik Shah Company Secretary Membership Number: ACS29177

Place : Mumbai Date : March 20, 2025

Registered Office:

109, Gundecha Industrial Complex, Akrurali Road, Kandivali East, Mumbai, Maharashtra, India, 400101 CIN: L20200MH1997PLC111887 E-mail: omfurn@omfurnindia.com Website: www.omfurnindia.com/

Notes:

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
- 2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 8, 2021, General Circular no. 03/2022 dated May 5, 2022, General Circular no. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, and General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January No. 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
- 3. Since this EGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members shall attend and participate in the ensuing EGM through VC/OAVM. Accordingly, the facility for the appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives intend to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id <u>dharashah@omfurnindia.com</u>, a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
- 5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website <u>www.omfurnindia.com</u>, the website of NSE at <u>www.nseindia.com</u>, and of National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com.
- 6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

- Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Wednesday, April 9, 2025, may obtain the login ID and password by sending a request to the Company <u>dharashah@omfurnindia.com</u> or to NSDL.
- 9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Wednesday, April 9, 2025, only shall be entitled to avail of the facility of remote e-voting as well as voting during the EGM.
- 10. The Board of Directors in their meeting held on Thursday, March 20, 2025, have appointed Mr. Prashant S Mehta (Membership No. 5814; COP: 17341) proprietor of P.Mehta & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the voting and remote evoting process in a fair and transparent manner.
- 11. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, no later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairperson or the Company Secretary or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
- 12. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company <u>www.omfurnindia.com</u>, and on the website of NSDL within two working days of the passing of the Resolution at the EGM 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.

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Sunday, April 13, 2025 at 09:00 A.M. and ends on Tuesday, April 15, 2025 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. April 9, 2025, 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 April 9, 2025.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 or joining virtual meeting & voting during the
	 meeting. If you are not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com</u>. Select "Register Online for IDeAS Portal" or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>
	 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	NSDL Mobile App is available on App Store Google Play

Individual Shareholders	1. Users who have opted for CDSL Easi / Easiest facility, can
holding securities in demat mode with CDSL	 login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <u>www.cdslindia.com</u>
	and click on login & New System Myeasi Tab and then click on registration option.
	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 <u>www.cdslindia.com</u> home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 period or joining virtual meeting & voting during the meeting.

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.

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

Login type	Helpdesk details
Individual Shareholders holding	
securities in demat mode with	Members facing any technical issue in login can contact
NSDL	NSDL helpdesk by sending a request at evoting@nsdl.com
	or call at 022 - 4886 7000
Individual Shareholders holding	Members facing any technical issue in login can contact
securities in demat mode with	CDSL helpdesk by sending a request at
CDSL	helpdesk.evoting@cdslindia.com or contact at toll free no.
	1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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: <u>https://www.evoting.nsdl.com/</u> 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 <u>https://eservices.nsdl.com/</u> 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 user 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.nsdl.com.
	 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.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
	 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.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number,
7.	 a) Click on "<u>Forgot User Details/Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>. c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.com</u> 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.	 a) Click on "<u>Forgot User Details/Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>. c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.com</u> 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
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 and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 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

- 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 <u>acs.pmehta@gmail.com</u> with a copy marked to <u>evoting@nsdl.com</u>. 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 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 <u>www.evoting.nsdl.com</u> or call on.: 022 - 4886 7000 or send a request to at <u>evoting@nsdl.com</u>

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:

- 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 <u>dharashah@omfurnindia.com</u>. 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. <u>Login method for e-Voting and joining virtual</u> <u>meeting for Individual shareholders holding securities in demat mode</u>.
- 2. Alternatively shareholder/members may send a request to <u>evoting@nsdl.com</u> for procuring user id and password for e-voting by providing above mentioned documents.
- 3. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

- 1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Members who would like to express their views/have questions during the EGM 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 dharashah@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 EGM. The Company reserves the right to restrict the number of speakers depending on availability of time for the EGM for smooth conduct of the EGM.

By Order of the Board For Omfurn India Limited SD/-Dhara Pratik Shah Company Secretary Membership. Number: ACS29177

Place : Mumbai Date : March 20, 2025

Registered Office: 109, Gundecha Industrial Complex, Akrurali Road, Kandivali East, Mumbai, Maharashtra, India, 400101

CIN: L20200MH1997PLC111887 E-mail: omfurn@omfurnindia.com Website: www.omfurnindia.com/