

30<sup>th</sup> May, 2022

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 the Extra-Ordinary General Meeting (EGM) 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 Extra-Ordinary General Meeting of the Company.

The EGM of the Members of Company will be held on Friday, 24<sup>th</sup> June, 2022 at 11.00 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 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



Mr. Mahendra C Vishwakarma  
Whole Time Director & CFO  
DIN: 00096586



Encl.: As above

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of OMFURN INDIA LIMITED (“the Company”) will be held on Friday, 24<sup>th</sup> June, 2022, at 11.00 a.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

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**SPECIAL BUSINESS:**

**1. To consider re-appointment of Mr. Parag S. Edwankar (DIN: 02834656) 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 Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act and the applicable provisions including Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Parag S. Edwankar (DIN: 02834656), whose present term of office as an Independent Director expires on 26<sup>th</sup> June, 2022, who has given his consent for the re-appointment and who has submitted a declaration that he meets the criteria for Independence as provided 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 based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 27<sup>th</sup> June, 2022 to 26<sup>th</sup> June, 2027.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the applicable provisions, if any, of the Companies Act, 2013, approval of the members of Company be and is hereby granted to Mr. Parag S. Edwankar (DIN: 02834656) during his second term, to continue to be an Independent Director of the Company up to 26<sup>th</sup> June, 2027, being the date of expiry of five years of his second term of office.

**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.”

**2. To consider re-appointment of Mr. Sudhir J. Shah (DIN: 00302584) 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 Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act and the applicable provisions including Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudhir J. Shah (DIN: 00302584), whose present term of office as an Independent Director expires on 26<sup>th</sup> June, 2022, who has given his consent for the re-appointment and who has submitted a declaration that he meets the criteria for Independence as provided 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 based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 27<sup>th</sup> June, 2022 to 26<sup>th</sup> June, 2027.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the applicable provisions, if any, of the Companies Act, 2013, approval of the members of Company be and is hereby granted to Mr. Sudhir J. Shah (DIN: 00302584) during his second term, to continue to be an Independent Director of the Company up to 26<sup>th</sup> June, 2027, being the date of expiry of five years of his second term of office.

**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.”

**3. To consider re-appointment and payment of remuneration to Mr. Rajendra C Vishwakarma (DIN: 00091492), Managing Director for a period of 5 years.**

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

**“RESOLVED THAT** Mr. Rajendra C Vishwakarma (DIN: 00091492) who was appointed as a Managing Director of the Company w.e.f 23<sup>rd</sup> August, 2017 by the members in the Extra Ordinary General Meeting and who holds office upto 22<sup>nd</sup> August, 2022 in terms of Section 196, 197, 198, 203 read with Schedule V and all other

applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and on the basis of recommendation of Nomination & Remuneration Committee and being eligible offers himself for re-appointment, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajendra C Vishwakarma (DIN: 00091492) as the Managing Director of the Company for a period of 5 (Five) years commencing from 23<sup>rd</sup> August, 2022 to 22<sup>nd</sup> August, 2027.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and also pursuant to the provisions of the Articles of Association and on the basis of the recommendation of the Nomination and Remuneration Committee in their Meeting held on 18<sup>th</sup> May, 2022 and resolution passed by the Board of Directors of the Company in their Meeting held on 18<sup>th</sup> May, 2022 and subject to any other approval as may be required consent of the members be and is hereby accorded to pay a Managerial Remuneration to Mr. Rajendra C Vishwakarma as a Managing Director of the Company for an amount not exceeding 5% of the net profits of the Company, as may be permitted under the applicable law, rules and act, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as per the draft Agreement (MD Agreement), with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajendra C Vishwakarma and as may be permissible under the applicable laws, without further reference to the Members of the Company.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to authorize payment of total Managerial Remuneration payable to all its directors not exceeding 16% of the net profits of the Company subject to Schedule V to the Act.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 read with Schedule V of the Act, and other applicable provisions if any, in the event of loss or inadequacy of profits in any Financial Year of the Company during the term of Mr. Rajendra C Vishwakarma as a Managing Director of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration, perquisites, allowances, benefits as set out in the Explanatory Statement annexed to the Notice as the Minimum Remuneration.

**RESOLVED FURTHER THAT** Mr. Rajendra C Vishwakarma shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Rajendra C. Vishwakarma in the light of further progress of the Company, which shall be in accordance with the prescribed provisions of the Act, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and to take all such steps as may be required in this connection including seeking necessary approvals, if any, to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary and/or modify the terms and conditions of re-appointment including remuneration within the overall limits approved herein and settle all matters arising out of or in connection therewith and incidental thereto, including any amendment to the aforementioned MD Agreement and to settle any question, or doubt that may arise in relation thereto and the Board of Directors of the Company shall have absolute powers to decide the breakup of the remuneration amounts within the aforementioned maximum permissible limit, or as may be otherwise considered by it to be in the best interests of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts, deeds, things, and sign all necessary documents, resolutions, copies, affidavits, applications for giving effect to this resolution and which is necessary to give effect to the aforesaid appointment including filing of the prescribed e-forms with the office of the Registrar of Companies, Mumbai."

**4. To consider re-appointment and payment of remuneration to Mr. Mahendra C Vishwakarma(DIN: 00096586), Whole Time Director for a period of 5 years.**

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

**"RESOLVED THAT** Mr. Mahendra C Vishwakarma (DIN: 00096586) who was appointed as a Whole Time Director of the Company w.e.f 23<sup>rd</sup> August, 2017 by the members in the Extra Ordinary General Meeting and who holds office upto 22<sup>nd</sup> August, 2022 in terms of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and on the basis of recommendation of

Nomination & Remuneration Committee and being eligible offers himself for re-appointment, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Mahendra C Vishwakarma (DIN: 00096586) as the Whole Time Director of the Company for a period of 5(Five) years commencing from 23<sup>rd</sup> August, 2022 to 22<sup>nd</sup> August, 2027.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and also pursuant to the provisions of the Articles of Association, basis the recommendation of the Nomination and Remuneration Committee in their Meeting held on 18<sup>th</sup> May, 2022 and resolution passed by the Board of Directors of the Company in their Meeting held on 18<sup>th</sup> May, 2022 and subject to any other approval as may be required consent of the members be and is hereby accorded to pay a Managerial Remuneration to Mr. Mahendra C Vishwakarma as a Whole Time Director of the Company for an amount not exceeding 5% of the net profits of the Company, as may be permitted under the applicable law, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as per the draft Agreement (WTD Agreement), with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Mahendra C Vishwakarma and as may be permissible under the applicable laws, without further reference to the Members of the Company.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to authorize payment of total Managerial Remuneration payable to all its directors not exceeding 16% of the net profits of the Company subject to Schedule V to the Act.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 read with Schedule V of the Act, and other applicable provisions if any, in the event of loss or inadequacy of profits in any Financial Year of the Company during the term of Mr. Mahendra C Vishwakarma as a Whole Time Director of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration, perquisites, allowances, benefits and amenities as set out in the Explanatory Statement annexed to the Notice as the Minimum Remuneration.

**RESOLVED FURTHER THAT** Mr. Mahendra C Vishwakarma shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Mahendra C. Vishwakarma in the light of further progress of the Company, which shall be in accordance with the prescribed provisions of the Act, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and to take all such steps as may be required in this connection including seeking necessary approvals, if any, to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary and/or modify the terms and conditions of re-appointment including remuneration within the overall limits approved herein and settle all matters arising out of or in connection therewith and incidental thereto, including any amendment to the aforementioned WTD Agreement and to settle any question, or doubt that may arise in relation thereto and the Board of Directors of the Company shall have absolute powers to decide the breakup of the remuneration amounts within the aforementioned maximum permissible limit, or as may be otherwise considered by it to be in the best interests of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts, deeds, things, and sign all necessary documents, resolutions, copies, affidavits, applications for giving effect to this resolution and which is necessary to give effect to the aforesaid appointment including filing of the prescribed e-forms with the office of the Registrar of Companies, Mumbai.”

**5. To consider re-appointment of Mr. Narendra C Vishwakarma (DIN: 00103447), as Executive Director & Chief Executive Officer for a period of 5 years**

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

**“RESOLVED THAT** Mr. Narendra C Vishwakarma (DIN: 00103447) who was appointed as an Executive Director of the Company w.e.f 23<sup>rd</sup> August, 2017 by the members in the Extra Ordinary General Meeting and who holds office upto 22<sup>nd</sup> August, 2022 in terms of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and on the basis of recommendation of Nomination & Remuneration Committee and being eligible offers himself for re-appointment , the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Narendra C Vishwakarma (DIN: 00103447) as an Executive Director of the Company for a period of 5(Five) years commencing from 23<sup>rd</sup> August, 2022 to 22<sup>nd</sup> August, 2027.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and also pursuant to the provisions of the Articles of Association, basis the recommendation of the Nomination and Remuneration Committee in their Meeting held on 18<sup>th</sup> May, 2022 and resolution passed by the Board of Directors of the Company in their Meeting held on 18<sup>th</sup> May, 2022 and subject to any other approval as may be required consent of the members be and is hereby accorded to pay a Managerial Remuneration to Mr. Narendra C Vishwakarma as an Executive Director of the Company for an amount not exceeding 5% of the net profits of the Company, as may be permitted under the applicable law, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Narendra C Vishwakarma and as may be permissible under the applicable laws, without further reference to the Members of the Company.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to authorize payment of total Managerial Remuneration payable to all its directors not exceeding 16% of the net profits of the Company subject to Schedule V to the Act.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 read with Schedule V of the Act, and other applicable provisions if any, in the event of loss or inadequacy of profits in any Financial Year of the Company during the term of Mr. Narendra C Vishwakarma as an Executive Director of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration, perquisites, allowances, benefits and amenities as set out in the Explanatory Statement annexed to the Notice as the Minimum Remuneration.

**RESOLVED FURTHER THAT** Mr. Narendra C Vishwakarma shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Narendra C. Vishwakarma in the light of further progress of the Company, which shall be in accordance with the prescribed provisions of the Act, and the rules made



thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and to take all such steps as may be required in this connection including seeking necessary approvals, if any, to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary and/or modify the terms and conditions of re-appointment including remuneration within the overall limits approved herein and settle all matters arising out of or in connection therewith and incidental thereto, to settle any question, or doubt that may arise in relation thereto and the Board of Directors of the Company shall have absolute powers to decide the breakup of the remuneration amounts within the aforementioned maximum permissible limit, or as may be otherwise considered by it to be in the best interests of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all acts, deeds, things, and sign all necessary documents, resolutions, copies, affidavits, applications for giving effect to this resolution and which is necessary to give effect to the aforesaid appointment including filing of the prescribed e-forms with the office of the Registrar of Companies, Mumbai.”

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

**Dhara Pratik Shah  
Company Secretary**

**Place: Mumbai  
Date: 18<sup>th</sup> May, 2022**

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

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 , Circular No. 02/2021 dated January 13, 2021 and Circular No. 03/2022 dated 5<sup>th</sup> May, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/ AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.1-5 of the accompanying notice, is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/ AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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 EGM. This EGM Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. 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 EGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.omfurnindia.com](http://www.omfurnindia.com). The Notice can also be accessed from the websites of the Stock Exchange i.e National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 03/2022 dated 5<sup>th</sup> May, 2022.
  10. For receiving all communication (including Annual Report) from the Company members are requested to register/update their email addresses with the relevant Depository participant.
  11. Register of Members and Share Transfer Books will remain closed from Saturday, 18<sup>th</sup> June, 2022 to Friday, 24<sup>th</sup> June, 2022 (both days inclusive) for the purpose of the EGM.
  12. 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 S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400059 quoting their Folio number or their Client ID number with DPID number, as the case may be.
  13. Details pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standards-2 in respect of the Director seeking re-appointment at the Extra-Ordinary General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their re-appointment.
  14. 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, 17<sup>th</sup> June, 2022.
  15. A non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 17<sup>th</sup> June, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires

shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17<sup>th</sup> June, 2022 may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”.

**16. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, 21<sup>st</sup> June, 2022 at 09:00 A.M. and ends on Thursday, 23<sup>rd</sup> June, 2022 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.17<sup>th</sup> June, 2022 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 17<sup>th</sup> June, 2022.

**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 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. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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: <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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.nsdl.com](http://www.evoting.nsdl.com).
    - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and join Meeting 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 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 General 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**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab or 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.co.in](mailto:evoting@nsdl.co.in).
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita More at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 [omfurn@omfurnindia.com](mailto:omfurn@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 [omfurn@omfurnindia.com](mailto:omfurn@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.co.in](mailto:evoting@nsdl.co.in) 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.

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

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/ AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system 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 link” 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [omfurn@omfurnindia.com](mailto:omfurn@omfurnindia.com). The same will be replied by the company suitably.

17. The Company has appointed CS Mr. Prashant S. Mehta, of P. Mehta and Associates, Practising Company Secretary (ACS No.: 5814 CP No.: 17341) to act as the Scrutinizer, for the EGM process through remote e-voting and voting at the meeting, in a fair and transparent manner and required consent for such appointment has been received.
18. The Scrutinizer shall immediately after the conclusion of voting at the EGM, 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 EGM, 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.
19. 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 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.
20. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker and send request from their registered e-mail address mentioning their name, demat account number / folio number, e-mail id, mobile number at [omfurn@omfurnindia.com](mailto:omfurn@omfurnindia.com) from Monday, 20<sup>th</sup> June, 2022 to Thursday, 23<sup>rd</sup> June, 2022. Those Members who have registered themselves as a 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 the availability of time for the AGM.

**ANNEXURE TO ITEM No. 1, 2, 3, 4 & 5 OF THE NOTICE**

**Details of Directors seeking re-appointment at the Extra Ordinary General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]**

**Item No. 1 and 2**

Name of Director	Mr. Parag S. Edwankar	Mr. Sudhir J. Shah
Director Identification Number(DIN)	02834656	00302584
Date of birth	16 <sup>th</sup> January, 1964	16 <sup>th</sup> October, 1956
Nationality	Indian.	Indian
Date of Appointment on Board	27 <sup>th</sup> June, 2017	27 <sup>th</sup> June, 2017
Relationships between Directors Inter-se	NA	NA
Area of Experience	He has done B.E. (Civil) from University of Mumbai in the year 1985. He has been handling civil works for residential, commercial and industrial complexes. He has been successfully running his civil works business for last 27 years.	He has over 42 years' experience in the plumbing engineering.
Shareholding in Omfurn India Limited	NIL	NIL
List of Directorships held in other Companies(excluding foreign, private and Section 8 Companies)	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	<u>Omfurn India Limited:</u> 1. Chairman- Nomination & Remuneration Committee 2. Member-Audit Committee	<u>Omfurn India Limited:</u> 1. Chairman- Stakeholders Relationship Committee 2. Chairman- Audit Committee 3. Member- Nomination & Remuneration Committee

**Item No.3, 4 and 5**

Name of Director	Mr. Rajendra C Vishwakarma	Mr. Mahendra C Vishwakarma.	Mr. Narendra C Vishwakarma.
Director Identification Number(DIN)	00091492	00096586	00103447
Date of birth	9 <sup>th</sup> May, 1960	28 <sup>th</sup> April, 1965.	22 <sup>nd</sup> January, 1978.
Nationality	Indian.	Indian.	Indian.
Date of Appointment on Board	13 <sup>th</sup> November, 1997.	13 <sup>th</sup> November, 1997.	30 <sup>th</sup> June, 2004.
Relationships between Directors Inter-se	Mr. Mahendra C Vishwakarma and Mr. Narendra C Vishwakarma are related as brothers.	Mr. Rajendra Vishwakarma and Mr. Narendra Vishwakarma are related as brothers.	Mr. Rajendra Vishwakarma and Mr. Mahendra Vishwakarma are related as brothers.
Area of Experience	He has been focusing on the strategic decisions and market orientation for the Company. He has developed excellent clientele over these years with impeccable track record for quality deliverables. He also looks after day to day affairs of the Company.	Business experience in Banking & Finance as well as administration.	B.A, LL.B, 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	14,00,000 equity shares	14,00,000 equity shares	8,50,000 equity shares
List of Directorships held in other Companies(excluding foreign, private and Section 8 Companies)	NIL	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	<u>Omfurn India Limited:</u> 1. Member- Stakeholders Relationship Committee 2. Member- Audit Committee	NIL	NIL

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Mr. Parag S. Edwankar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 2017. Mr. Parag S. Edwankar is the Member of the Audit Committee and Nomination & Remuneration Committee of the Company.

Mr. Parag S. Edwankar, aged 58 years, is the Non-Executive and Independent Director of our Company. He has done B.E. (Civil) from University of Mumbai in the year 1985. He has been handling civil works for residential, commercial and industrial complexes. He has been successfully running his civil works business for last 22 years.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Parag S. Edwankar 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, 2022, 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 27<sup>th</sup> June, 2022 to 26<sup>th</sup> June, 2027.

The Company has received a declaration from Mr. Parag S. Edwankar 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. Parag S. Edwankar 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 18<sup>th</sup> May, 2022, on the recommendations of the Nomination & Remuneration Committee held on 18<sup>th</sup> May, 2022 and considering the expertise, experience and contributions made by Mr. Parag S. Edwankar to the Company, approved his re-appointment for second term of 5 years and continuation of his 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 Extra Ordinary General Meeting.

Mr. Parag S. Edwankar 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 appointment of Mr. Parag S. Edwankar 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 EGM.

Other than Mr. Parag S. Edwankar and his relatives, none of the Promoters, Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends the special resolution set out at Item No. 1 of the Notice for approval by the Members.

### **Item No.2**

Mr. Sudhir J. Shah is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 2017. Mr. Sudhir J. Shah is the Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company.

Mr. Sudhir J. Shah, aged 66 years, is the Non-Executive and Independent Director of our Company. He is a Commerce Graduate. He has over 42 years' experience in the plumbing engineering.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Sudhir J. Shah 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, 2022, 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) consecutive years from 27<sup>th</sup> June, 2022 to 26<sup>th</sup> June, 2027.

The Company has received a declaration from Mr. Sudhir J. Shah 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. Sudhir J. Shah 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 18<sup>th</sup> May, 2022, on the recommendations of the Nomination & Remuneration Committee held on 18<sup>th</sup> May, 2022 and considering the expertise, experience and contributions made by Mr. Sudhir J. Shah to the Company, approved his re-appointment for second term of 5 years and continuation of his appointment as a Non-Executive Director of the Company, not liable to retire by rotation, subject to the approval of the members of the Company at the Extra Ordinary General Meeting.

Mr. Sudhir J. Shah 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 appointment of Mr. Sudhir J. Shah 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 EGM.

Other than Mr. Sudhir J. Shah and his relatives, none of the Promoters, Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends the special resolution set out at Item No. 1 of the Notice for approval by the Members

### **Item No.3**

Mr. Rajendra C Vishwakarma has been focusing on the strategic decisions and market orientation for the Company. He has developed excellent clientele over the years with impeccable track record for quality deliverables. He also looks after day to day affairs of the Company. Therefore, considering the market opportunities, the remuneration recommended to be payable to Mr. Rajendra C Vishwakarma is reasonable, commensurate to the size and scale of the Company's business and is in line with peers in the industry.

Mr. Rajendra C Vishwakarma, Chairman & Managing Director, is in charge of the overall management of the Company and shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, superintendence, guidance and control of the Board of Directors of the Company. An agreement (MD Agreement) has been entered into by the Company with Mr. Rajendra C Vishwakarma, the terms and conditions of his Appointment as Managing Director are contained in the said agreement and is available for inspection.

As per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compensation payable to Whole Time Director, who is Promoter or Member of the Promoter Group, shall be subject to approval of the Members by a Special Resolution, if the aggregate annual remuneration to such Executive Director exceeds Rs. 5 crores or 2.5% of the net profits of the listed entity, whichever is higher or where there is more than one such director, exceeds 5% of the net profits of the Company. Mr. Rajendra C Vishwakarma is one of the founder Member and Promoter of the Company, and therefore the approval of the Members by way of Special Resolution is being sought for his Appointment and payment of Remuneration.

This Explanatory Statement and additional information as given above in the Annexure together with the accompanying Notice, may also be regarded as a disclosure pursuant to Section 190 of the Act and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings.

The Company has, inter alia, received an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Rajendra C Vishwakarma to the effect that he is not disqualified in accordance with Section 164(2) of the Act and a declaration that he is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

In the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Rajendra C Vishwakarma, the Company shall make payment of the remuneration,



perquisites, allowances, benefits and amenities as mentioned in the above resolution/explanatory statement, as minimum remuneration.

The information as required to be disclosed to the Members as per Schedule V to the Act with respect of the Appointment of Mr. Rajendra C Vishwakarma, Designated as Chairman & Managing Director is as under:

**I. GENERAL INFORMATION**

**a. Nature of Industry:**

To carry on the business of manufacturers, assemblers, fabricators, designers, importers, exporters, buyers, sellers, dealers, distributors, agents, commission agents, marketing, indenting agents of furniture, fixtures wooden articles, interior decorators and items required for the purposes of all types of furniture, home-appliances, office equipments and other appliances, consumer durables and other equipments including storage units, all types of fire-resisting products, including doors, equipment and systems, seating and desking systems, fire detection systems, fire fighting equipments, passive fire protection, and any other equipment accessories pertaining to fire prevention and life safety measures, modular office systems, security equipment, systems and solutions, telecommunication and other audio visual equipment, locks, locking system and solution and doors, kitchen equipments, industrial products and other systems and equipments for all applications commercial and industrial establishments and units and all products, components, accessories, sub-assemblies, installations of every size description and variety made of iron, steel, any metal or alloys, non-metals, or any combination thereof and to otherwise sell and deal in the same.

**b. Date or expected date of commencement of commercial production**

The Company was started in 1997 and is functioning a running concern.

**c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

**d. Financial Performance:**

Financial performance of the Company during the last 3 Financial Years and the year under review is as under:

Particulars	March 31, 2021 (Rs.)	March 31, 2020 (Rs.)	March 31, 2019 (Rs.)
Revenue from Operation	20,44,90,104	39,66,83,786	34,29,19,706
Other Income	1,39,64,173	79,23,112	71,32,973

Total Income	21,84,54,277	40,46,06,898	35,00,52,678
Profit Before Tax	-98,70,497	1,43,26,007	14,10,222
Profit After Tax	-93,42,030	98,85,535	-14,18,067

**e. Foreign Investment or Collaborations, if any**

There are no foreign investments or collaborations.

**II. Information about the appointee:**

**a. Background details**

Mr. Rajendra C Vishwakarma started his career with Carpentry work in 1975. In 1985 he started his business as Labour Contractor with his brother Mr. Mahendra C Vishwakarma, practically working on the machine. With his excellent business acumen, he established his own company named Om Vishwakarma Furniture Private Limited in the year 1997. He is the Promoter & Director of the Company and is serving the Company as Managing Director.

**b. Past remuneration**

During Financial year 2020-21, he had received a remuneration of Rs. 11,47,800/- (Rupees Eleven Lakhs Forty Seven thousand Eight hundred Only) per annum in the capacity of Managing Director.

**c. Recognition or awards**

Not Applicable.

**d. Job profile and his suitability**

He started the company and from its inception worked for the company which was started as a private company. He was responsible for its growth and diversifications. From a mere labour contracting firm, he brought the company to its present level where the company has many automatic machines and several employees who are working in various departments. He is the present Managing Director.

**III. Remuneration Proposed:** The remuneration proposed to be paid to Mr. Rajendra C Vishwakarma shall not exceed 5% of the net profits of the Company in any financial year including perquisites, allowances, benefits and amenities as permitted under the rules and act.

**IV. Comparative Remuneration Profile With Respect To Industry, Size Of The Company, Profile Of The Position And Person (In Case Of Expatriates The Relevant Details Would Be With Respect To The Country Of His Origin).**

The remuneration proposed to be paid to Mr. Rajendra C Vishwakarma is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

**V. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Rajendra C Vishwakarma does not have any pecuniary relationship directly or indirectly with the Company, except for rent received on arms' length basis and for receiving remuneration as a Chairman & Managing Director of the Company. He holds 14,00,000 equity shares of Rs. 10 each of the Company.

**VI. OTHER INFORMATION:**

**a. Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

At present, the performance of the Company has improved and there is a possibility that in view of the various factors that act for the company's performance and the risk factors may affect the profit in future.

**b. Steps taken or proposed to be taken for improvement:**

The Company has taken steps for innovation and has been using unconventional raw materials and taken care of the green initiatives. The Company is taking steps for improving the products to suit the clients' requirements.

**c. Expected increase in productivity and profits in measurable terms:**

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability is expected to improve with the various initiatives taken by the Company which may yield results in near future.

Except Mr. Rajendra C Vishwakarma and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

#### **Item No. 4**

Mr. Mahendra C Vishwakarma looks after procurement, banking & finance. He also looks after day to day affairs of the Company. Therefore, considering the market opportunities, the remuneration recommended to be payable to Mr. Mahendra C Vishwakarma is reasonable, commensurate to the size and scale of the Company's business and is in line with peers in the industry.

Mr. Mahendra C Vishwakarma, Whole Time Director, is in charge of the overall management of the Company and shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, superintendence, guidance and control of the Board of Directors of the Company. An agreement (WTD Agreement) has been entered into by the Company with Mr. Mahendra C Vishwakarma, the terms and conditions of his Appointment as Whole Time Director are contained in the said agreement is available for inspection.

As per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compensation payable to Whole Time Director, who is Promoter or Member of the Promoter Group, shall be subject to approval of the Members by a Special Resolution, if the aggregate annual remuneration to such Executive Director exceeds Rs. 5 crores or 2.5% of the net profits of the listed entity, whichever is higher or where there is more than one such director, exceeds 5% of the net profits of the Company. Mr. Mahendra C Vishwakarma is one of the founder Member and Promoter of the Company, and therefore the approval of the Members by way of Special Resolution is being sought for his Appointment and payment of Remuneration.

This Explanatory Statement and additional information as given above in the Annexure together with the accompanying Notice, may also be regarded as a disclosure pursuant to Section 190 of the Act and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings.

The Company has, inter alia, received an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Mahendra C Vishwakarma to the effect that he is not disqualified in accordance with Section 164(2) of the Act and a declaration that he is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

In the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Mahendra C Vishwakarma, the Company shall make payment of the remuneration, perquisites, allowances, benefits and amenities as mentioned in the above resolution/explanatory statement, as minimum remuneration.

The information as required to be disclosed to the Members as per Schedule V to the Act with respect of the Appointment of Mr. Mahendra C Vishwakarma as Whole Time Director is as under:

**I. GENERAL INFORMATION**

**a. Nature of Industry:**

To carry on the business of manufacturers, assemblers, fabricators, designers, importers, exporters, buyers, sellers, dealers, distributors, agents, commission agents, marketing, indenting agents of furniture, fixtures wooden articles, interior decorators and items required for the purposes of all types of furniture, home-appliances, office equipments and other appliances, consumer durables and other equipments including storage units, all types of fire-resisting products, including doors, equipment and systems, seating and desking systems, fire detection systems, fire fighting equipments, passive fire protection, and any other equipment/ accessories pertaining to fire prevention and life safety measures, modular office systems, security equipment, systems and solutions, telecommunication and other audio visual equipment, locks, locking system and solution and doors, kitchen equipments, industrial products and other systems and equipments for all applications commercial and industrial establishments and units and all products, components, accessories, sub-assemblies, installations of every size description and variety made of iron, steel, any metal or alloys, non-metals, or any combination thereof and to otherwise sell and deal in the same.

**b. Date or expected date of commencement of commercial production**

The Company was started in 1997 and is functioning a running concern.

**c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

**d. Financial Performance:**

Financial performance of the Company during the last 3 Financial Years and the year under review is as under:

<b>Particulars</b>	<b>March 31, 2021 (Rs.)</b>	<b>March 31, 2020 (Rs.)</b>	<b>March 31, 2019 (Rs.)</b>
Revenue from Operation	20,44,90,104	39,66,83,786	34,29,19,706
Other Income	1,39,64,173	79,23,112	71,32,973
Total Income	21,84,54,277	40,46,06,898	35,00,52,678
Profit Before Tax	-98,70,497	1,43,26,007	14,10,222
Profit After Tax	-93,42,030	98,85,535	-14,18,067

e. **Foreign Investment or Collaborations, if any**

There are no foreign investments or collaborations.

II. **Information about the appointee:**

a. **Background details**

Mr. Mahendra C Vishwakarma, started his career along with his brother, Mr. Rajendra C Vishwakarma in the Carpentry work in 1975. In 1985 he started his business as Labour Contractor with his brother, practically working on the machine. With his excellent business acumen, they established their own company named Om Vishwakarma Furniture Private Limited in the year 1997. He is the Promoter & Director of the Company and is serving the Company as Whole Time Director.

b. **Past remuneration**

During Financial year 2020-21, he received a remuneration of Rs. 10,60,020/- (Rupees Ten Lakhs Sixty thousand and Twenty Only) per annum in the capacity of Whole Time Director.

c. **Recognition or awards**

Not Applicable.

d. **Job profile and his suitability**

He started the company with his brother and from its inception worked for the company which was started as a private company. He was responsible for commercial activities of the Company. From a mere labour contracting firm, he brought the company to its present level where the company has many automatic machines and several employees who are working in various departments. He is the present Whole Time Director.

III. **Remuneration Proposed:** The remuneration proposed to be paid to Mr. Mahendra C Vishwakarma shall not exceed 5% of the net profits of the Company in any financial year including perquisites, allowances, benefits and amenities as permitted under the rules and act.

IV. **Comparative Remuneration Profile With Respect To Industry, Size Of The Company, Profile Of The Position And Person (In Case Of Expatriates The Relevant Details Would Be With Respect To The Country Of His Origin).**

The remuneration proposed to be paid to Mr. Mahendra C Vishwakarma is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

V. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Mahendra C Vishwakarma does not have any pecuniary relationship directly or indirectly with the Company, except for rent received on arms' length basis and receiving remuneration as a Whole Time Director of the Company. He holds 14,00,000 equity shares of Rs. 10 each of the Company.

**VI. OTHER INFORMATION:**

**a. Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

At present, the performance of the Company has improved and there is a possibility that in view of the various factors that act for the company's performance and the risk factors may affect the profit in future.

**b. Steps taken or proposed to be taken for improvement:**

The Company has taken steps for innovation and has been using unconventional raw materials and taken care of the green initiatives. The Company is taking steps for improving the products to suit the clients' requirements.

**c. Expected increase in productivity and profits in measurable terms:**

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability is expected to improve with the various initiatives taken by the Company which may yield results in near future.

Except Mr. Mahendra C Vishwakarma and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

**Item No. 5**

Mr. Narendra C. Vishwakarma is associated with the Company since 2004. He holds qualifications in B. A., LL.B. He started his career with practical experience of furniture work & interior Business in the year 2003. At project site, he looks after the operations and also interacts with the representatives of customers. He also looks after the coordination of the site personnel for smooth functioning of the business. Keeping in view of the increased responsibilities and challenges involved, it is proposed to appoint Mr. Narendra C Vishwakarma as the Executive Director of the Company.

As per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compensation payable to Whole Time Director, who is Promoter or Member of the Promoter Group, shall be subject to approval of the Members by a Special Resolution, if the aggregate annual remuneration to such Executive Director exceeds Rs. 5 crores or 2.5% of the net profits of the listed entity, whichever is higher or where there is

more than one such director, exceeds 5% of the net profits of the Company. Mr. Narendra C Vishwakarma is one of the founder Member and Promoter of the Company, and therefore the approval of the Members by way of Special Resolution is being sought for his Appointment and payment of Remuneration.

This Explanatory Statement and additional information as given above in the Annexure together with the accompanying Notice, may also be regarded as a disclosure pursuant to Section 190 of the Act and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings.

The Company has, inter alia, received an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Narendra C Vishwakarma to the effect that he is not disqualified in accordance with Section 164(2) of the Act and a declaration that he is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

In the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Mahendra C Vishwakarma, the Company shall make payment of the remuneration, perquisites, allowances, benefits and amenities as mentioned in the above resolution/explanatory statement as minimum remuneration.

The information as required to be disclosed to the Members as per Schedule V to the Act with respect of the Appointment of Mr. Narendra C Vishwakarma as Executive Director is as under:

## **VII. GENERAL INFORMATION**

### **a. Nature of Industry:**

To carry on the business of manufacturers, assemblers, fabricators, designers, importers, exporters, buyers, sellers, dealers, distributors, agents, commission agents, marketing, indenting agents of furniture, fixtures wooden articles, interior decorators and items required for the purposes of all types of furniture, home-appliances, office equipments and other appliances, consumer durables and other equipments including storage units, all types of fire-resisting products, including doors, equipment and systems, seating and desking systems, fire detection systems, fire fighting equipments, passive fire protection, and any other equipment/ accessories pertaining to fire prevention and life safety measures, modular office systems, security equipment, systems and solutions, telecommunication and other audio visual equipment, locks, locking system and solution and doors, kitchen equipments, industrial products and other systems and equipments for all applications commercial and industrial establishments and units and all products, components, accessories, sub-assemblies, installations of every size description and variety made of iron, steel, any metal or alloys, non-metals, or any combination thereof and to otherwise sell and deal in the same.

### **b. Date or expected date of commencement of commercial production**



The Company was started in 1997 and is functioning a running concern.

c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

d. **Financial Performance:**

Financial performance of the Company during the last 3 Financial Years and the year under review is as under:

Particulars	March 31, 2021 (Rs.)	March 31, 2020 (Rs.)	March 31, 2019 (Rs.)
Revenue from Operation	20,44,90,104	39,66,83,786	34,29,19,706
Other Income	1,39,64,173	79,23,112	71,32,973
Total Income	21,84,54,277	40,46,06,898	35,00,52,678
Profit Before Tax	-98,70,497	1,43,26,007	14,10,222
Profit After Tax	-93,42,030	98,85,535	-14,18,067

e. **Foreign Investment or Collaborations, if any**

There are no foreign investments or collaborations.

II. **Information about the appointee:**

a. **Background details**

Mr. Narendra C Vishwakarma, is the Executive Director of the Company. He holds qualifications in B. A., LL.B. He started his career with practical experience of furniture work & interior Business in the year 2003. At project site, he looks after the operations and also interacts with the representatives of customers. He also looks after the coordination of the site personnel for smooth functioning of the business.

b. **Past remuneration**

During Financial year 2020-21, he received a remuneration of Rs. 11,60,552/- (Rupees Eleven Lakhs Sixty thousand five hundred fifty two Only) per annum in the capacity of Executive Director.

c. **Recognition or awards**

Not Applicable.

**d. Job profile and his suitability**

Mr. Narendra C Vishwakarma, is a Director of the Company and is serving the company as Director for the past 18 years. He started his career with practical experience of furniture work & interior Business in the year 2003. He has made substantial contributions in growth of the Company and left his mark. The company requires his services.

**III. Remuneration Proposed:** The remuneration proposed to be paid to Mr. Narendra C Vishwakarma shall not exceed 5% of the net profits of the Company in any financial year including perquisites, allowances, benefits and amenities as permitted under the rules and act.

**IV. Comparative Remuneration Profile With Respect To Industry, Size Of The Company, Profile Of The Position And Person (In Case Of Expatriates The Relevant Details Would Be With Respect To The Country Of His Origin).**

The remuneration proposed to be paid to Mr. Narendra C Vishwakarma is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

**V. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Narendra C Vishwakarma does not have any pecuniary relationship directly or indirectly with the Company, except for receiving rent on arms length basis and receiving remuneration as an Executive Director of the Company. He holds 8,50,000 equity shares of Rs. 10 each of the Company.

**VI. OTHER INFORMATION:**

**a. Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

At present, the performance of the Company has improved and there is a possibility that in view of the various factors that act for the company's performance and the risk factors may affect the profit in future.

**b. Steps taken or proposed to be taken for improvement:**

The Company has taken steps for innovation and has been using unconventional raw materials and taken care of the green initiatives. The Company is taking steps for improving the products to suit the clients' requirements.

**c. Expected increase in productivity and profits in measurable terms:**



It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability is expected to improve with the various initiatives taken by the Company which may yield results in near future.

Except Mr. Narendra C Vishwakarma and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

**Dhara Pratik Shah  
Company Secretary**

**Place: Mumbai  
Date: 18<sup>th</sup> May, 2022**

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