



OMFURN INDIA LIMITED

23RD

ANNUAL REPORT 2019 - 2020



OMFURN SYSTEM DOORS

DOORS WITH SUPERLATIVE QUALITY,
AESTHETICS AND UNMATCHED DURABILITY



CORPORATE INFORMATION**Board of Directors****Name of Directors**

Mr. Rajendra C Vishwakarma
 Mr. Mahendra C Vishwakarma
 Mr. Narendra C Vishwakarma
 Mr. Mahesh R Panchal
 Mr. Parag S Edwankar
 Mr. Prasad N Chirravuri
 Mr. Sudhir J Shah
 Ms. Geeta Shetty

Designation

Managing Director
 Whole time Director
 Director
 Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director

Chief Financial Officer

Mr. Mahendra C Vishwakarma

Registered Office:

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

Company Secretary

Ms. Dhara P Shah

Manufacturing Site:

Plot No. 6, 7 & 8, 52 Hecter, Expansion Area,
 New GIDC, Umbergaon - 396171, Gujarat.

Statutory Auditors

M/S C. B Mehta & Associates

Registrar and Share Transfer Agent

Bigshare Services Private Limited,
 Address : 1st Floor, Bharat Tin Works
 Building, Opp. Vasant Oasis Apartments,
 MarolMaroshi Road, Andheri East,
 Mumbai – 400059.
 Phone: 022 – 62638200

Banker

Union Bank of India

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Dear Stakeholders,

It gives me immense pleasure to share with you the performance of your Company for the Financial Year 2019-20 and welcome you all at the 23rd Annual General Meeting of Omfurn India Limited.

The performance of the Company for the Financial Year 2019-20 was impressive showing growth in terms of both revenue and profitability as compared to previous years. The contribution of the new factory at Umbergaon which was set up last year has resulted in increase in turnover and profitability and is now contributing to the growth of the Company. The latest technology and dedicated workforce would help the company to achieve its long-term goals.

During the last week of March 2020, the COVID-19 pandemic had disrupted demand and supply chains across industries, negatively impacting the business of companies and driving the global economy towards a recession. The Government in India (GOI) imposed stringent lockdown in a bid to contain the spread of the disease. The Company's suspended its operations at manufacturing plant at Umbergaon and administrative office at Kandivali, Mumbai in accordance with the guidelines issued by the GOI. The GOI permitted non-essential activities in non-containment zones and subsequently the Company had commenced operations at its Umbergaon factory in May, 2020. The administrative office is also operating as per guidelines issued by GOI.

At Omfurn India Limited, Customer satisfaction is our ultimate goal and we shall be persistent in our efforts in maintaining the topmost level towards the same. I appreciate each and every employee of the Company for their valuable contribution in the growth of the Company.

I would also like to place on record my appreciation to the Bankers of the Company, customers, employees and consultants for their valuable support and look forward to their continued co-operation in the years to come.

Warm Regards
Rajendra C Vishwakarma
Chairman



NOTICE

Notice is hereby given that the 23rd Annual General Meeting ("AGM") of the members of Omfurn India Limited (the "Company") (Formerly known as Omfurn India Private Limited) will be held on Saturday, 26th September, 2020 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Mahesh R Panchal (DIN: 00103313), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Prasad N Chirravuri (DIN:08604812) as an Independent Director.

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

"RESOLVED THAT, Mr. Prasad N Chirravuri (DIN: 08604812) who was appointed as an Additional and Independent Director at the meeting of the Board held on 7th November, 2019 pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including, any statutory modification(s) or amendment thereto or re-enactment thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that the Board be and is hereby appointed as an Independent Director, not liable to retire by rotation for a period up to 6th November, 2024.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Ms. Geeta Shetty (DIN: 08769814) as an Independent Director.

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

"RESOLVED THAT, Ms. Geeta Shetty (DIN: 08769814) who was appointed as an Additional and Independent Director at the meeting of the Board held on 27th June, 2020 pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that the Board be and is hereby appointed as an Independent Director, not liable to retire by rotation for a period up to 26th June, 2025.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

For Omfurn India Limited

**Dhara Pratik Shah
Company Secretary**

Place: Mumbai

Date: 27th June, 2020

Registered Office:

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

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 permitting the holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at the common venue. In compliance with the provisions of the Companies Act, 2013 ("ACT"), SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and aforesaid MCA circulars, the AGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of special business under Item No.3 and 4 of the accompanying notice, is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence proxy form and attendance slip are not annexed to this Notice.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. In compliance with the aforesaid MCA circulars and SEBI circular dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website, website of SME Emerge Platform of National Stock Exchange of India and on the website of National Securities Depository Limited (NSDL).
6. For receiving all communication (including Annual Report) from the Company members are requested to register/update their email addresses with the relevant Depository participant.
7. Register of Members and Share Transfer Books will remain closed from Saturday, 19th September, 2020 to Saturday, 26th September, 2020 (both days inclusive) for the purpose of the AGM.
8. Members seeking any information with regard to the accounts or any document to be placed at the AGM, are requested to write to the Company on or before Monday, 21st September, 2020 through email on omfurn@omfurnindia.com. The same will be replied made available by the Company suitably.
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 quoting their Folio number or their Client ID number with DPID number, as the case may be.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. Details pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standards-2 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. 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, 28th August, 2020.
14. Instructions for E-Voting and Joining the AGM are as follows:

A. Voting through Electronic Means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

2. The remote e-voting period begins on Wednesday, 23rd September, 2020 at 09:00 A.M. and ends on Friday, 25th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. Those members who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again. The voting rights of the members shall be in proportion to their shares of the paid up equity capital of the Company as on cut - off date i.e. Saturday, 19th September, 2020.
4. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of Cut-off date i.e. 19th September, 2020 may obtain the login ID and password by sending request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting than he/she can use his/her existing User Id and password for casting their vote.
5. The Company has appointed Mr. Prashant S. Mehta, Practicing Company Secretary (Membership No. A5814; COP: 17341), as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
6. The details of the process and manner for remote e-voting are explained herein below:
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

anner 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. Your password details 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.
 - 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acs.pmehta@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request to at_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:

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.

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available throughout the proceedings of the AGM.
 3. Members are encouraged to join the Meeting through Laptops for better experience.
 4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 5. 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.
 6. 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 from Saturday, 19th September, 2020(09.00 a.m) to Wednesday, 23rd September, 2020 (05.00 p.m). The same will be replied by the company suitably. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM for smooth conduct of the AGM.
 7. In case of any queries relating to e-voting you may refer to the FAQs for shareholders and evoting user manual for Shareholders available at the download section of <http://www.evoting.nsdl.com> or call on toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in
- 15.** The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- 16.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.omfurnindia.com and on the website of NSDL within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to SME Emerge Platform of National Stock Exchange of India Limited, where the shares of the Company are listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**Item No 3:**

The Board, based on the recommendation of the Nomination and Remuneration committee, at its meeting held on 7th November 2019, appointed Mr. Prasad N Chirravuri as an additional and independent director of the Company with effect from 7th November, 2019, pursuant to Section 161 of the Companies Act, 2013. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, he is a much admired entrepreneur with extensive and in-depth business understanding and will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The resolution seeks the approval of members for the appointment of Mr. Prasad N Chirravuri as an independent director of the Company up to 6th November, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board, at its meeting held on 7th November, 2019, appointed Mr. Prasad N Chirravuri as an additional and independent director who holds office up to the ensuing AGM. Accordingly, his appointment is placed for the approval of members.

None of the director, key managerial personnel or their relatives is interested in or concerned with the said resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

Item No 4:

The Board, based on the recommendation of the Nomination and Remuneration committee, at its meeting held on 27th June 2020, appointed Ms. Geeta Shetty as an additional and independent director of the Company with effect from 27th June, 2020, pursuant to Section 161 of the Companies Act, 2013. The Company has received from her all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, she has extensive and in-depth business understanding and will bring tremendous value to the Board and to the Company. She fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The resolution seeks the approval of members for the appointment of Ms. Geeta Shetty as an independent director of the Company up to 26th June, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board, at its meeting held on 27th June, 2020, appointed Ms. Geeta Shetty as an additional and independent director who holds office up to the ensuing AGM. Accordingly, his appointment is placed for the approval of members.

None of the director, key managerial personnel or their relatives is interested in or concerned with the said resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of members.

ANNEXURE TO ITEM NO. 2, 3 and 4 OF THE NOTICE**Details of Director seeking Re-appointment at the ensuing Annual General Meeting
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

Name of Director	Mr. Mahesh R Panchal.	Mr. Prasad N Chirravuri	Ms.Geeta Shetty
Director Identification Number(DIN)	00103313	08604812	08769814
Date of birth	22 nd January, 1978.	11 th November, 1967	10 th June,1988
Nationality	Indian.	Indian	Indian
Date of Appointment on Board	6 th February, 2006.	7 th November, 2019	27 th June, 2020
Relationships between Directors Inter-se	Not Applicable.	Not Applicable.	Not Applicable.
Qualification	B.E. Mechanical Engineering	B.Com and Diploma in Interior Designing	Diploma in Business Administration (Finance)
Area of Experience	He has an experience of 20 years in the field of mechanical engineering. He looks after total technical aspect of machines and overall requirements of the plant.	Mr. Prasad Chirravuri is a graduate in commerce and interior designing. He has graduated from RachanaSansad School of Interior Designing in the year 1992. He has setup his own firm "HABITAT" in the year 1994 and has successfully designed innumerable bungalows, flats, offices, hospitals, clinics, few banks, restaurants, photos studio, play schools & mosque. His main strength lies in his ability to understand the client which he constantly strives to inculcate in his associates.	Ms. Geeta Shetty is a post graduate diploma in Business administration (Finance) from Symbiosis International University. She also completed her Bachelors in Banking and Insurance. She has worked on software's like SAP, CRM, Tally 9.0, MAP and Aircheck. She is proficient in creating master base file with ingredient and growth drivers. She has worked with Listed Companies like Ranbaxy Laboratories Limited, Asian PPG Industries Limited.
Shareholding in Omfurn India Limited	12,000 equity shares	NIL	NIL
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	NIL	Omfurn India Limited 1.Audit Committee-Member 2. Stakeholders Relationship Committee-Member 3. Nomination and Remuneration Committee-Member	NIL

DIRECTORS' REPORT

Dear Members,
Omfurn India Limited
(Formerly known as Omfurn India Private Limited)

Your Directors present the 23rd Annual Report on the business and operations of Omfurn India Limited ("the Company") along with the audited financial statements, for the Financial Year ended March 31, 2020.

1. FINANCIAL PERFORMANCE:

The financial performance of the Company during the year under review along with the previous year figures is summarised below:

Particulars	<i>(Rs.in Lakhs)</i>	
	2019-20	2018-19
Revenue from Operations (A)	4049.84	3500.53
Expenditure		
Production Costs	2960.26	2607.34
Employee Benefit Expenses	334.68	342.60
Administration and other Costs	300.00	205.22
Sub Total (B)	3594.94	3155.16
Profit (Loss) before Interest and Depreciation (A-B)	454.90	345.37
Finance Cost	154.22	143.83
Depreciation	157.41	187.44
Profit (Loss) before Tax	143.27	14.10
Tax Expenses	44.40	28.28
Profit(Loss) after Tax	98.87	(14.18)
Add: Opening balance of Profit and Loss Account	1248.37	1262.55
Balance Carried to Balance Sheet	1347.24	1248.37

2. COMPANY'S PERFORMANCE REVIEW:

During the year under review, the revenue from operations of the Company is Rs. 4049.84 Lakhs as against Rs. 3500.53 Lakhs in the previous year-a growth of 15.69%. The Gross Margin for the year is 25.37% as against 23.97% in the previous year. The Company reported a Net Profit after tax of Rs.98.86 Lakhs for the current year. The Company's policy of product innovation and the range of new products already introduced would yield sustainable profitability in the long run.

3. IMPACT DUE TO THE OUTBREAK OF COVID-19 PANDEMIC:

The global outbreak of Coronavirus (COVID-19) pandemic has caused significant disturbances and slowdown of economic activities across the world. The Government of India imposed nationwide lockdown in the month of March 2020 and consequently the Company's operations were impacted. The Company's suspended its operations at manufacturing plant at Umbergaon and administrative office at Kandivali, Mumbai in accordance with the guidelines issued by the Government of India.

The Government of India permitted non-essential activities in non-containment zones subject to requisite approvals as required and accordingly, the Company had commenced operations at its Umbergaon factory w.e.f. 12th May, 2020 and is gradually ramping up the capacity since then. The administrative office is also operating as per guidelines issued by Government of India.

In assessing the recoverability of carrying amount of company's assets such as Investments, trade receivables, inventories etc., the company has considered various internal and external information up to the date of approval of these financial results and concluded that they are recoverable based on the estimate of values of the businesses and assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

4. DIVIDEND:

In order to strengthen the financial position of the Company the Directors have not recommended any dividend.

5. HOLDING, SUBSIDIARIES AND ASSOCIATES:

The Company does not have any holding, subsidiary and associate Company.

6. TRANSFER TO RESERVES:

During the year under review, the Company has not transferred any amount to Reserves.

7. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, wherever applicable, are given in the notes to financial statements.

8. CREDIT RATING:

There were changes in the credit rating of the Company as on March 31, 2020. The credit ratings are as under:

Long Term: CARE BB+; STABLE (Reaffirmed)
Short Term: CARE A4+ (Reaffirmed).

9. OTHER DISCLOSURES UNDER THE COMPANIES ACT, 2013:**i. EQUITY SHARE CAPITAL:**

During the year under review, the Company has not allotted any equity shares.

ii. EXTRACT OF THE ANNUAL RETURN:

Pursuant to sub section 3(a) of Section 134 and sub section (3) of Section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return as on March 31, 2020 is annexed herewith in "Annexure-A" to this report and is also available on the website of the Company at www.omfurnindia.com.

iii. BOARD MEETINGS:

During the year under review, the Board of Directors met 4 (four) times on 8th May, 2019, 9th August, 2019, 7th November, 2019 and 12th February, 2020. The time gap between two Board meetings did not exceed 120 days.

The Composition of the Board, designation, their attendance at the meetings held during the year under review is tabled below:

Sr No	Name	Designation	No of Board Meetings	
			Held	Attended
1.	Mr. Rajendra C Vishwakarma	Managing Director	4	1
2.	Mr. Mahendra C Vishwakarma	Whole Time Director	4	4
3.	Mr. Narendra C Vishwakarma	Director	4	4
4.	Mr. Mahesh R Panchal	Director	4	4
5.	Mr. Sudhir J Shah	Independent Director	4	4
6.	Mr. Parag S Edwankar	Independent Director	4	2
7.	^Ms. Sonali M Gandre	Independent Director	4	3
8.	*Mr. Umesh M Desai	Independent Director	2	2
9.	#Mr. Prasad N Chirravuri	Additional Independent Director	2	2

During the year under review, there were changes in the Board as follows:

*Mr. Umesh Desai resigned as Independent Director w.e.f 18th September, 2019.

^Ms. Sonali M Gandre resigned as Independent Director w.e.f 27th February, 2020.

#Mr. Prasad N. Chirravuri was appointed as additional Independent Director w.e.f 7th November, 2020.

iv. GENERAL MEETINGS:

During the year under review, the Company did not hold any Extra Ordinary General Meetings.

v. **COMMITTEES OF THE BOARD:**

The Board had constituted various committees which are as follows:

A. Audit Committee:

The Company has constituted an Audit Committee, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Audit Committee was re-constituted. During the year under review, the Committee met four (4) times i.e. on 8th May 2019, 9th August, 2019, 7th November 2019 and 12th February, 2020. The Committee presently comprises of following three (3) Directors. The composition of the Audit Committee, category of members, their attendance at the committee meetings held during the year are as under:

Name of the Director	Designation	No. of Meetings	
		Held	Attended
Mr. SudhirJ Shah-Chairman	Non-Executive & Independent Director	4	4
#Mr. Prasad NChirravuri-Member	Non-Executive & Independent Director	2	2
*Mr. Umesh MDesai-Chairman	Non-Executive & Independent Director	2	2
Mr. RajendraCVishwakarma-Member	Managing Director	4	1

Mr. Prasad NChirravuri was appointed w.e.f.7th November, 2019.

*Mr. Umesh MDesai resigned w.e.f.18th September, 2020.

The Role and powers of the committee are as under:

- 1) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors Responsibility Statement in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- 8) Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- 9) Scrutiny of inter-corporate loans and investments.
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary.
- 11) Evaluation of internal financial controls and risk management systems.
- 12) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors on any significant findings and follow up there on.

- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To review the functioning of the Whistle Blower mechanism, in case the same exists.
- 19) Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
- 20) To overview the Vigil Mechanism of the Company and take appropriate actions in case of repeated frivolous complaints against any Director or Employee.
- 21) To implement Ind AS (Indian Accounting Standards), whenever required.
- 22) Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
 4. Internal audit reports relating to internal control weaknesses.
 5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 23) Statement of deviations:
- a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

POWERS OF THE AUDIT COMMITTEE:

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

B. Stakeholder Relationship Committee:

The Company has constituted a Stakeholders Relationship Committee as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. During the year under review, the Committee was re-constituted.

During the year under review, the Committee met two (2) times i.e. on 8th May, 2019 and 9th August, 2019. The Committee presently comprises of following three (3) Directors:

Name of the Director	Designation	No. of Meetings	
		Held	Attended
Mr. SudhirJayantilal Shah- Chairman	Non-Executive & Independent Director	2	2
#Mr. Prasad NarasingaraoChirravuri-Member	Non-Executive & Independent Director	0	0
*Mr. Umesh Madhukar Desai-Member	Non-Executive & Independent Director	2	2
Mr. RajendraChitbahalVishwakarma-Member	Managing Director	2	1

#Mr. Prasad NarasingaraoChirravuri was appointed w.e.f 7th November, 2019.

*Mr. Umesh Madhukar Desai resigned w.e.f. 18th September, 2019.

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The details of Investors' complaints received and resolved during the year 2019-2020 are as under:

No of Investors' Complaints received during the year 2019-20	No. of Investors' Complaints resolved during the year 2019-20	No. of Investors' Complaints pending as on March 31, 2020
0	0	0

C. **Nomination and Remuneration Committee:**

The Company has constituted a Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. During the year under review, the Committee was re-constituted. The Committee presently comprises of following three (3) Directors.

During the year under review, the Committee met once on 7th November, 2019. The composition of the committee, the attendance of its members are as under:

Name of the Director	Designation	No. of Meetings	
		Held	Attended
Mr. ParagSedwanakar- Chairman	Non-Executive & Independent Director	1	1
Mr. SudhirJShah- Member	Non-Executive & Independent Director	1	1
*Mr. Umesh M Desai-Member	Non-Executive & Independent Director	0	0
#Mr. Prasad NChirravuri-Member	Non-Executive & Independent Director	1	1

***Mr. UmeshMDesai resigned w.e.f 18th September, 2019.**

#Mr. Prasad NChirravuri was appointed w.e.f 7th November, 2019.

ROLE OF THE COMMITTEE:

Role of Nomination and Remuneration Committee are as under:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other associates.
- b) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- c) Devising a policy on diversity of Board of Directors.
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- e) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- f) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

vi. **CHANGES IN NATURE OF BUSINESS:**

There has been no change in the nature of business of the Company during the financial year ended March 31, 2020.

vii. **RELATED PARTY TRANSACTIONS:**

All the Related Party Transactions entered into are in the ordinary course of business and at arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations. Further, the disclosure of transactions with related party for the year, as per Accounting Standard 18 is given in note 2.16 of the Notes forming part of financial statement for the year ended on 31st March, 2020.

Omnibus approval is given by Audit Committee for the transactions which are foreseen and are repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee and the Board on a quarterly basis,

specifying the nature, value and terms and conditions of the transactions. The said transactions were unanimously approved by the Audit Committee as well as by the Board.

There were no material contracts or arrangements with related parties during the year under review. Accordingly no transactions are being reported in Form AOC-2 in accordance with Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

10. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

In compliance with the requirement of the Companies Act, 2013 and SEBI Listing Regulations, the Company has established a Whistle Blower Policy / Vigil Mechanism Policy and the same is placed on the web site of the Company viz. www.omfurnindia.com

A fraud and corruption free environment in a Company is the objective and in view of that, a Vigil Mechanism (Whistle Blower) Policy has been adopted by the Board for Directors and employees, which is uploaded on the website of the company www.omfurnindia.com pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. No complaint of this nature has been received by the Audit Committee during the year under review.

11. STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS AND FRAUD, IF ANY:

As per the requirements of the Companies Act, 2013 the Audit Committee and the Board of Directors at their meeting held on May 8, 2019 appointed M/S. C.B.Mehta & Associates, Chartered Accountants (Firm Registration No. 124978W) as Statutory Auditors of the Company for a period of two(2) years i.e. to hold the office till the conclusion of 24th AGM.

Further, the report of the Statutory Auditors along with the notes is enclosed with the financial statements. The observations made in the Auditors' Report which contains unmodified opinion are self-explanatory and does not contain any qualification/modified opinion. Therefore, it does not call for any further comments.

Reporting of Fraud:

During the year under review, the Statutory Auditors have not reported any instance of fraud committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act, 2013 the details of which needs to be mentioned in the report.

12. SECRETARIAL AUDITOR:

Pursuant to Section 204 of the Companies Act, 2013 the Board of Directors had appointed Mr. Prashant S. Mehta, of P.Mehta & Associates, Practising Company Secretary to undertake the Secretarial Audit of the Company for the period 2019-20. The Secretarial Audit Report is attached to this report as "**Annexure-B**". The Secretarial Audit Report does not contain any qualification, reservation, adverse remark. Therefore, it does not call for any further comments.

13. INTERNAL AUDITOR:

The Board of Directors has appointed M/s. Patkar & Associates, Chartered Accountants as the Internal Auditors of the Company. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

14. MAINTENANCE OF COST RECORDS AND COST AUDIT:

As per provisions of Section 148(3) of Companies Act, 2013 and Rule 6(2) of Companies (Cost Records and Audit) Rules, 2014, the Company is not required to appoint a cost auditor to maintain/audit the cost records of the Company.

15. UPDATES ON BOARD OF DIRECTORS/KEY MANAGERIAL PERSONNEL (KMP):

a) PERFORMANCE EVALUATION:

In compliance with the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual evaluation has been carried out by the Board of its own performance, of its committees and Directors by way of individual and collective feedback from Directors. The Directors expressed their satisfaction with the evaluation process.

b) DIRECTORS AND KEYMANAGERIAL PERSONNEL:

The Composition of the Board of Directors and Key Managerial Personnel are as follow:

Sr. No	Name of the Director	Designation
1.	Mr. Rajendra C Vishwakarma	Managing Director
2.	Mr. Mahendra C Vishwakarma	Whole time Director & Chief Financial Officer
3.	Mr. Narendra C Vishwakarma	Executive Director
4.	Mr. Mahesh R Panchal	Executive Director
5.	*Mr. Umesh M Desai	Independent Director
6.	Mr. Sudhir J Shah	Independent Director
7.	Mr. Parag S Edwankar	Independent Director
8.	^Ms. Sonali M Gandre	Independent Woman Director
9.	#Mr. Prasad N Chirravuri	Additional Independent Director
10.	Ms. Dhara P Shah	Company Secretary

During the year under review, there were changes in the composition of the Board as follows:

*Mr. Umesh M Desai resigned w.e.f 18th September, 2019.

^Ms. Sonali M Gandre resigned w.e.f 27th February, 2019.

#Mr. Prasad N Chirravuri was appointed w.e.f 7th November, 2019.

@Ms. Geeta Shetty was appointed as additional Independent Woman Director w.e.f 27th June, 2020

The Company has received declarations of Independence pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

RETIREMENT OF DIRECTOR BY ROTATION:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mahesh R Panchal, (DIN: 00103313), Director is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, he has offered himself for re-appointment. Accordingly, the proposal for his re-appointment has been included in the Notice convening the 23rd Annual General Meeting of the Company.

A brief resume of Mr. Mahesh R Panchal seeking re-appointment is enclosed consisting nature of expertise in specific functional areas and name of companies in which they hold directorship and/or membership/ chairmanships of committees of the respective Boards, shareholding and relationship between directorship inter-se as stipulated under Reg. 36(3) of the SEBI (LODR) Regulations, 2015, are given in the section of notice of AGM forming part of the Annual Report.

c) CODE OF CONDUCT:

The Company has formulated a code of conduct for Board of Directors and Senior Managerial Personnel. The confirmation of compliance of the same is obtained from all concerned on an annual basis. All Board Members and Senior Managerial Personnel have given their confirmation of compliance for the year under review. The code of conduct for Directors and Senior Managerial Personnel is also placed on the website of the Company viz. www.omfurnindia.com.

d) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company proactively keeps its Directors informed of the activities of the Company, its management, operations and provides an overall industry perspective as well as issues faced by the industry. The Policy on Familiarization Programme adopted by the Board and details of the same are available on the Company's website under the Investors Relations section at www.omfurnindia.com.

16. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report and is attached as "Annexure-C".

17. DEPOSITS:

As per Section 73 of the Companies Act, 2013 the Company has not invited/ accepted any deposits from the public during the year ended March 31, 2020.

18. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable to the Company as the Company does not fall under the criteria prescribed.

19. CORPORATE GOVERNANCE:

Since the Company's securities are listed on SME Emerge Platform of National Stock Exchange of India Limited, by virtue of Regulation 15 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 the compliance with the corporate governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V are not applicable to the Company. Hence corporate governance does not form part of this Boards' Report.

20. INTERNAL FINANCIAL CONTROL WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has adequate internal financial control procedure commensurate with its size and nature of business. These controls include well defined policies, guidelines, standard operating procedure, authorization and approval procedures. The internal financial control of the company are adequate to ensure the accuracy and completeness of the accounting records, timely preparation of reliable financial information, prevention and detection of frauds and errors, safeguarding of the assets, and that the business is conducted in an orderly and efficient manner.

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there have been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

22. RISK MANAGEMENT:

The Company has developed and implemented a Risk Management Policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by the Board and is also subject to its review from time to time.

23. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

In line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has set up Complaints Committee at its workplaces. No complaints have been received during the Financial Year 2019-20.

24. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of directors has adopted the code of Internal Procedures and Conduct for regulating, monitoring and reporting trading by designated persons in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said code lays down guidelines and procedures to be followed, and disclosures to be made while dealing with the securities of the Company. The Code of fair disclosure of unpublished price sensitive information is available on the Company's website under the Investors Relations section at www.omfurnindia.com.

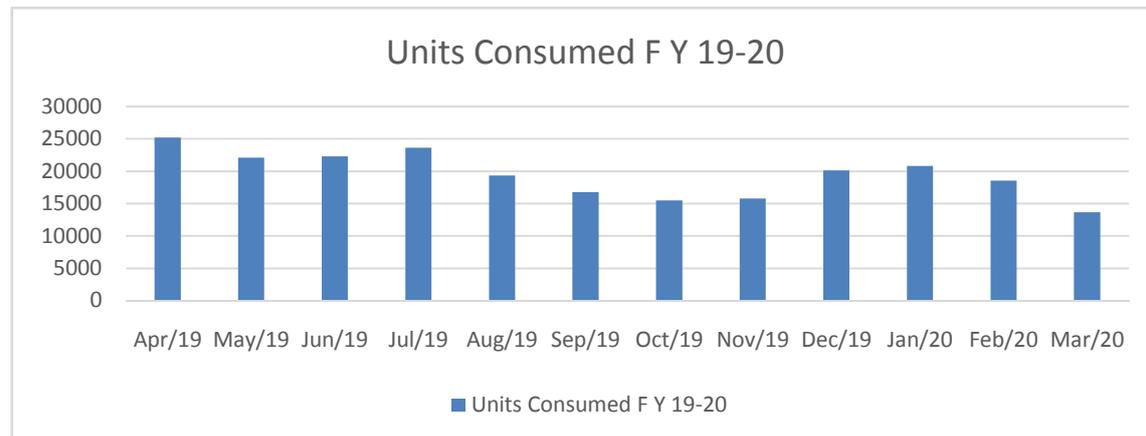
25. PARTICULARS OF EMPLOYEE:

The Company has no employee who is in receipt of remuneration of Rs.8,50,000/-per month or Rs.1,02,00,000/- per annum and hence the Company is not required to give information under Sub Rule 2 and 3 of Rule 5 of Companies(Appointment and Remuneration of Managerial Personnel) Rules,2014.

Disclosure under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are disclosed in "Annexure D"

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**A. CONSERVATION OF ENERGY:****(a) Steps taken or impact on conservation of energy;**

The Company is engaged in manufacturing of furniture items. The use of electricity is substantial in the manufacturing process. The Company had strict control systems to monitor day to day power consumption. It also ensured optimal use of energy with minimum extent of wastage as far as possible. The day to day consumption is monitored in an effort to save energy and control cost. The Company has achieved a reduction in energy consumption with the use of transparent insulated roof top. Details of energy consumption for the year F Y 2019-20 at factory location is as under:

**(b) Steps taken by the company for utilising alternate sources of energy;**

With the setup of Solar Plant at the new unit at Umbergaon factory, the Company was able to reduce energy consumption to a larger extent. This has resulted in savings in cost by use of alternate source of energy. This investment in Solar Plant has helped the Company to generate electricity as an alternate source of energy and reduce electricity cost incurred in factory to a great extent. During the year under review, the power and fuel expenditure is decreased by INR 3,10,355/-, a decline of 13.61% as compared to previous year.

B. TECHNOLOGY ABSORPTION:**(i) Efforts made towards technology absorption:**

The Company is continuously updating itself to standardize and install required machinery for manufacturing and quality control. The company has installed machinery at its new manufacturing unit at Umbergaon Factory.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution;

High quality standards helps in maintaining a better image in the market and has helped in improving the marketability of the products. There is a comprehensive quality control to ensure that the Company's products meet international standards.

(iii) In case of imported technology:**(a) Details of technology imported and year of Import;**

During the year under review, the Company has not imported any technology.

(b) Whether the technology been fully absorbed;

The expansion at the existing plot at GIDC Umbergaon to manufacture door frames, shutters predominantly for the real estate sector was successful and the company has achieved remarkable results from the imported machinery.

(c) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; - Not Applicable.**(iv) Expenditure incurred on Research and Development:**

During the year under review, the Company has not incurred any expenses towards Research and Development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of foreign exchange earnings and outgo are as under:

Particulars	(Rs.in Lakhs)
	2019-2020
Foreign Exchange Earned	NIL
Foreign Exchange used for Import Purchase and Repairs / Purchase of Capital Goods	296.69

27. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors' the Directors state that:

- In the preparation of the Annual Accounts for the period ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the Annual Accounts on a going concern basis; and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. MATERIAL CHANGES AND COMMITMENTS, IF ANY:

In terms of Section 134(3)(l) of the Companies Act, 2013 there are no material changes and commitments which could affect the Company's financial position between the end of the financial year of the Company and date of this report.

29. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Banker and other authorities to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

FOR OMFURN INDIA LIMITED

Rajendra C Vishwakarma
Chairman & Managing Director
DIN 00091492

Date: 27th June, 2020.
 Place: Mumbai.

b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	9,72,000	0	9,72,000	14.27	7,57,000	0	7,57,000	11.11	-3.16
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	5,28,000	0	5,28,000	7.75	6,00,000	0	6,00,000	8.80	1.05
c) Others (specify)									
Non Resident Indians	0	0	0	0	6,000	0	6,000	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	12,000	0	12,000	0.18	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Market Maker	1,86,000	0	1,86,000	2.73	1,86,000	0	1,86,000	2.73	0
Bodies Corporate	1,14,000	0	1,14,000	1.67	1,14,000	0	1,14,000	1.67	0
Hindu Undivided Family	0	0	0	0	1,49,000	0	1,49,000	2.18	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	18,12,000	0	18,12,000	26.60	18,12,000	0	18,12,000	26.60	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	18,12,000	0	18,12,000	26.60	18,12,000	0	18,12,000	26.60	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	68,12,000	0	68,12,000	100	68,12,000	0	68,12,000	100	

B) Shareholding of Promoter & Promoter Group-

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajendra C Vishwakarma	14,00,000	20.55	0	14,00,000	20.55	0	0
2	Mahendra C Vishwakarma	14,00,000	20.55	0	14,00,000	20.55	0	0
3	Narendra C Vishwakarma	8,50,000	12.48	0	8,50,000	12.48	0	0
4	Ravindra C Vishwakarma	6,00,000	8.81	0	6,00,000	8.81	0	0
5	Maltidevi R Vishwakarma	2,50,000	3.67	0	2,50,000	3.67	0	0
6	Manbhavtidevi M Vishwakarma	2,50,000	3.67	0	2,50,000	3.67	0	0
7	Nirmala R Vishwakarma	2,50,000	3.67	0	2,50,000	3.67	0	0
	Total	50,00,000	73.40	0	50,00,000	73.40	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No Change			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the end of the year				

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADR)

Sr No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year			Change in Shareholding (No. of Shares)		Cumulative Shareholding during the year	
		No of shares	% of total shares of the Company	Date	Increase/ Decrease	Reason	No of shares	% of total shares of the Company
1.	Choice Equity Broking Private Limited	186000	2.73	30.03.2019	0	-	186000	2.73
			2.64	19.04.2019	-6000	Sell	180000	2.64
			2.47	26.04.2019	-12000	Sell	168000	2.47
			2.82	17.05.2019	24000	Buy	192000	2.82
			2.73	31.05.2019	-6000	Sell	186000	2.73
			2.91	07.06.2019	12000	Buy	198000	2.91
			2.82	14.06.2019	-6000	Sell	192000	2.82
			3.08	21.06.2019	18000	Buy	210000	3.08
			2.91	28.06.2019	-12000	Sell	198000	2.91
			2.82	05.07.2019	-6000	Sell	192000	2.82
			2.91	02.08.2019	6000	Buy	198000	2.91
			3.08	09.08.2019	12000	Buy	210000	3.08
			3.35	04.10.2019	18000	Buy	228000	3.35
			2.99	11.10.2019	-24000	Sell	204000	2.99

			2.82	18.10.2019	-12000	Sell	192000	2.82
			2.73	25.10.2019	-6000	Sell	186000	2.73
			2.55	22.11.2019	-12000	Sell	174000	2.55
			2.47	27.12.2019	-6000	Sell	168000	2.47
			2.38	10.01.2020	-6000	Sell	162000	2.38
			2.47	17.01.2020	6000	Buy	168000	2.47
			2.55	14.02.2020	6000	Buy	174000	2.55
			2.47	28.02.2020	-6000	Sell	168000	2.47
			2.55	13.03.2020	6000	Buy	174000	2.55
			2.73	20.03.2020	12000	Buy	186000	2.73
			2.82	27.03.2020	6000	Buy	192000	2.82
			2.73	31.03.2020	-6000	Sell	186000	2.73
		186000	2.73	31.03.2020	0	-	186000	2.73
2.	AmrutlalGordhandas Thobhani	114000	1.67	30.03.2019	0	-	114000	1.67
		114000	1.67	31.03.2020	0	-	114000	1.67
3.	Sanjay Papatlal Jain	96000	1.41	30.03.2019	0	-	96000	1.41
			1.32	03.05.2019	-6000	Sell	90000	1.32
		90000	1.32	31.03.2020	0	-	90000	1.32
4.	Harveer Singh Kalra	36000	0.53	30.03.2019	0	-	36000	0.53
			0.62	05.04.2019	6000	Buy	42000	0.62
			0.79	19.04.2019	12000	Buy	54000	0.79
			0.88	03.05.2019	6000	Buy	60000	0.88
			0.97	17.05.2019	6000	Buy	66000	0.97
			0.97	31.03.2020	0	-	66000	0.97
5.	Kailash Chandra Kabra	18000	0.26	30.03.2019	0	-	18000	0.26
			0.35	26.04.2019	6000	Buy	24000	0.35
			0.44	14.06.2019	6000	Buy	30000	0.44
			0.53	28.06.2019	6000	Buy	36000	0.53
			0.62	05.07.2019	6000	Buy	42000	0.62
			0.88	18.10.2019	18000	Buy	60000	0.88
			1.06	01.11.2019	12000	Buy	72000	1.06
			1.15	22.11.2019	6000	Buy	78000	1.15
			1.23	28.02.2020	6000	Buy	84000	1.23
		90000	1.32	31.03.2020	6000	Buy	90000	1.32
6.	Nareshchandra Ambalal Berawala	48000	0.70	30.03.2019	0	-	48000	0.70
			0.79	04.10.2019	6000	Buy	54000	0.79
			0.97	11.10.2019	12000	Buy	66000	0.97
		66000	0.97	31.03.2020	-	-	66000	0.97
7.	DakshabenNareshchandraBerawala	54000	0.79	30.03.2019	0	-	54000	0.79
		54000	0.79	31.03.2020	-	-	54000	0.79
8.	AdheeshKabra	48000	0.70	30.03.2019	0	-	48000	0.70
		48000	0.70	31.03.2010	0	-	48000	0.70
9.	Vibhuti Commodities Private Limited	48000	0.70	30.03.2019	0	-	48000	0.70
		48000	0.70	31.03.2010	0	-	48000	0.70
10.	Paras N Berawala	36000	0.53	30.03.2019	0	-	36000	0.53
			0.62	23.08.2019	6000	Buy	42000	0.62
		42000	0.62	31.03.2020	0	-	42000	

Note: The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

E) Shareholding of Directors and Key Managerial Personnel

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Rajendra C Vishwakarma (Managing Director)	14,00,000	28	14,00,000	20.55
2	Mr. Mahendra C Vishwakarma (Whole Time Director)	14,00,000	28	14,00,000	20.55
3	Mr. Narendra C Vishwakarma	8,50,000	12.48	8,50,000	12.48
4	Mr. Mahesh R Panchal	12,000	0.18	12,000	0.18

Note: Except above stated, none of the other Directors and KMP hold any shares in the Company as on March 31, 2020.

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

(RS IN LAKHS)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1361.51	230.58	0.00	1592.09
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i + ii + iii)	1361.51	230.58	0.00	1592.09
Change in Indebtedness during the financial year				
* Addition	5054.65	0.26	0.00	5054.91
* Reduction	5257.37	136.77	0.00	5394.14
Net Change	202.72	136.51	0.00	339.23
Indebtedness at the end of the financial year				
i) Principal Amount	1158.79	94.07	0.00	1252.86
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i + ii + iii)	1158.79	94.07	0.00	1252.86

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A) Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount in INR
		Rajendra C Vishwakarma	Mahendra C Vishwakarma	
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.12,10,913	Rs.11,15,821	Rs.23,26,734
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total (A)	Rs.12,10,913	Rs.11,15,821	Rs.23,26,734
	Ceiling as per the Act	Within Schedule V of the Act	Within Schedule V of the Act	

B) Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount in INR
		Mahesh Panchal	Narendra Vishwakarma	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.4,29,824	Rs.10,72,727	Rs.15,02,551
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total (A)	Rs.4,29,824	Rs.10,72,727	Rs.15,02,551
	Ceiling as per the Act			

C) Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	0	Rs.1,96,116	0	Rs.1,96,116
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit Others specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	Rs.1,96,116	0	Rs.1,96,116

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

RAJENDRA C VISHWAKARMA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00091492

Place: Mumbai
Date: 27th June, 2020.

Annexure B

**To
The Members**

**Omfurn India Limited
Mumbai.
CIN: L20200MH1997PLC111887**

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, I believe that the processes and practices, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company. I have relied on the statutory report provided by the Statutory Auditors as well as Internal Auditors of the company for the financial year ending March 31, 2020.
4. I have obtained the management representation wherever required about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit reports neither an assurance as to the future liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For P Mehta & Associates.
Practicing Company Secretaries

Prashant S Mehta
(Proprietor)
ACS No. 5814
C.P. No. 17341
UDIN: A005814B000391562

Date: 27th June, 2020

Place: Mumbai

SECRETARIAL AUDIT REPORT**Form No. MR-3**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the Financial Year ended March 31, 2020.

To,
The Members,
Omfurn India Limited.
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Omfurn India Limited (hereinafter called the 'Company'). Secretarial Audit as required under Companies Act, 2013 was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended on March 31, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended March 31, 2020 as made available to me, according to the following provisions including any statutory modification, amendments or re-enactment thereof for the time being in force:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; *(Not Applicable during the audit period)*;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; *(Not Applicable during the audit period)*
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not Applicable during the Audit period)*
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and amendments from time to time; *(Not Applicable during the Audit period)*
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not Applicable during the Audit period)*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not Applicable during the Audit period)*
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.
- (vi) I have relied on the representation and information provided by the management of the Company and its officers for systems and mechanism formed by the Company and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
 - a) The Information Technology Act, 2000;
 - b) The Trade Marks Act, 1999;
 - c) Indian Stamp Act, 1999;
 - d) Negotiable Instruments Act, 1881;
 - e) Registration Act, 1908;
 - f) Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to Wages, Bonus, Apprentice, Gratuity, Provident Fund, ESIC, Profession Tax, compensation, Industrial Dispute Act, Industrial Relation Act, Contract Labour (Regulation and Abolition) Act etc;
 - g) The Indian Contract Act, 1872;
 - h) Income Tax Act, 1961 and other Indirect Tax laws;
 - i) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
 - j) Bombay Shops and Establishments Act, 1948;
 - k) The Electricity Act, 2003;
 - l) The Factories Act, 1948;
 - m) GST Act & Rules made thereunder.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the SME Emerge platform of National Stock Exchange of India Limited.

To the best of my knowledge and belief, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance reports of Managing Director and Chief Financial Officer taken on record by the Board of Directors of the Company in my opinion adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws, etc.

I further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Director, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried unanimously. There were no dissenting views by any member of the Board of Directors during the period under review.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For P Mehta & Associates.

Practicing Company Secretaries

Prashant S Mehta

(Proprietor)

ACS No. 5814

C.P. No. 17341

UDIN: A005814B000391562

Date: 27th June, 2020

Place: Mumbai

1. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

A) Industry Structure and Developments:

We are a leading Modular Furniture Manufacturing Company in India and are emerging as the best manufacturer & Supplier of furniture for offices, Corporates, schools and residential complexes etc. Our furniture items are customized, system based or Turnkey project's throughout India & abroad.

We have become specialized in Manufacturing & Installing at site prefinished wooden door frames and shutters. They are supplied with laminates or P.U polished veneer or P.U painted. We manufacture 1 hr and 2 hrs fire rated doors as per PROMAT design and specification.

We have an excellent team of managerial, technical, architectural persons having expertise in furniture manufacturing and other allied activities. We have manufacturing facility at Umbergaon, Gujarat and administrative office at Kandivali East, Mumbai.

B) Opportunities and Threats:

In the previous year, the Company started the new manufacturing plant at Umbergaon Factory with updated technology specialised in manufacturing of fire rated doors. The large scale production capacity of doors has emerged as competitive strength of the company to compete more effectively and tap the potential market. The Company continues its efforts in innovation and product development. The demand for our products had increased in the real estate sector and Company is catering the requirements of major players in the real estate sector. With the rate cuts made by RBI to boost the economy and increase in consumer spending, the company expects to

Threats

Currently, the global economic environment is highly unpredictable as the duration and the impact of unprecedented COVID-19 pandemic is difficult to ascertain. With the real estate sector hitting the most in COVID-19 Pandemic, our company is likely to take the hit from the real estate sector. COVID-19 pandemic is likely to reduce investment in construction related projects in the range of 13 to 30% which will have significant impact on Gross Value Added (GVA) and employment in this sector. Since, the construction sector is driven by infrastructure projects to a large extent, it is expected to be hit severely by the current levels of uncertainty, dismal business, consumer sentiments, loss of income as well as the diversion of government funds towards COVID-19 management.

C) Outlook:

Your Company continues to maintain its relatively stable and progressive growth outlook. The initiative taken by your Company for technology up gradation, reducing overheads and finance costs, improving operating parameters and optimizing operating costs will enable the company to face challenges in coming times.

D) Risks and Concerns:

Furniture industry is changing very fast due to various client requirements and competition from Domestic as well as foreign manufacturers. The Company is able to deliver quality output in terms of its product thereby retaining its clients and mitigating the competition risk.

E) Internal control system and their adequacy:

There are adequate internal control system and procedures commensurate with the size of the Company and nature of its business.

The Audit Committee of Directors regularly reviews the findings of the Internal Auditors and effective steps to implement the suggestions/observations of the Auditors are taken and monitored regularly.

F) Discussion on financial performance with respect to operational performance:

The Company continues to see marginal growth in its overall performance in the financial year 2019-20 driven by the performance of the segment in which the Company operates. The revenue from operations of the Company is Rs.4049.84 Lakhs as against Rs.3500.53 Lakhs in the previous year. The Company reported a Net Profit after tax of Rs.98.86 Lakhs for the current year. The Gross Margin for the year is 25.37% as against 23.97% that of previous year.

G) Segment wise or product wise performance

The Company's business activities fall within single or primary business segment. Accordingly, disclosures under Accounting Standard 17, Segment Reporting as mandated under Section 133 of Companies Act, 2013 read with rules framed thereunder are not required to be made.

H) Material Developments in Human Resources/Industrial relations front, including number of people employed:

The Company has adequate number of employees at its Registered Office and Factory at Umbergaon and there is no labour unrest. The employee strength of the Company is 160 as at 31.03.2020.

The Company recognised the importance of human value and ensured that proper encouragement, both moral and financial, is extended to employees to motivate them. The Company maintains a constructive relationship with its employees by creating a positive work environment with focus on improving productivity and efficiency. The Company has a team of qualified personnel contributing to better performance of the Company. The Company enjoyed cordial relationship with workers and staff at all level of management during the year under discussion.

2. Disclosure of Accounting Treatment:

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standards.

Cautionary Statement

The Management Discussions and Analysis Statement made above are on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting raw material prices, selling prices, trend and consumer demand and preference, governing and applicable laws and other economic and political factors. The management cannot guarantee the accuracy of the assumptions and projected performance of the Company in future. It is therefore, cautioned that the actual results may differ from those expressed and implied therein.

RAJENDRA C VISHWAKARMA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00091492

Place: Mumbai

Date: 27th June, 2020.

Information required under Section 197 of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- A) The percentage increase in Remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the Financial year 2019-20 and ratio of remuneration of each key managerial personnel (KMP) against the performance are as under:-

Name of Director(s)/KMP	Designation	Total Remuneration in Rs.	Percentage Increase in Remuneration for the Financial Year 2019-20	Ratio of Remuneration of the director to the median*
Mr. Rajendra C Vishwakarma	Managing Director	12,10,913	-	7.68
Mr. Mahendra C Vishwakarma (CFO)	Whole Time Director	11,15,821	-	7.08
Mr. Mahesh Kumar R Panchal	Director	4,29,824	18.80	2.73
Mr. Narendra C Vishwakarma	Director	10,72,727	-	6.81
Mrs. Dhara P Shah (CS)	Company Secretary	1,96,116	12.58	1.24

Notes:

- *Median remuneration for the financial year 2019-20 is INR 1,57,630/- (Rupees One Lakh Fifty Seven Thousand Six Hundred and Thirty only)
- The remuneration of Independent Directors comprises of only sitting fees paid to them for attending the meetings of the Board and other committee meetings. Hence, the percentage increase of their remuneration has not been considered for the above purpose.
- The number of permanent employees on the rolls of the company is 133 for the year ended March 31, 2020.
- There was an increase of 25.96% in median remuneration of employees during the financial year.
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year 2019-20 was 4.25%
- It is affirmed that remuneration paid during the year ended March 31, 2020 is as per the Remuneration Policy of the Company.

RAJENDRA C VISHWAKARMA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00091492

Place: Mumbai

Date: 27th June, 2020

INDEPENDENT AUDITOR'S REPORT

**To
The Members of
Omfurn India Limited**

Report on the Audit of the Standalone Financial Statements**Opinion**

We have audited the financial statements of Omfurn India Limited ("the Company"), which comprise the Balance sheet as at 31st March 2020 and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Based on our audit of Financial Statements of the Company for the year under review, we did not come across any material Key Audit Matters to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's board of directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR C B MEHTA & ASSOCIATES

Chartered Accountants
FRN: 124978W

C.B.MEHTA

Proprietor
MRN: 116543

Place: Mumbai

Dated: 27.06.2020

UDIN:20116543AAAACR2932

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Annexure referred to in Paragraph 2 under the heading "Report on other legal and regulatory requirements" of our report of even date on financial statements for the year ended 31st March 2020)

- I. In respect of the Company's Fixed Assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) According to information and explanations given to us and on the basis of examination of the records of the company, title deeds of immovable properties other than self-constructed immovable properties (buildings) are held in the name of the company.
- II. In respect of the Company's Inventories:

As explained to us, the inventories are physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to the book records.
- III. The Company has not granted any loans, secured or unsecured to companies, firm, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of Clause (iii) (a) and Clause (iii) (b) of paragraph 3 of the Order not applicable to the Company.
- IV. The Company has not granted any loans or made any investments, or provided any guarantees or security to parties covered under Section 185 and 186 of the Act. Therefore provisions of Clause 3(iv) of the said Order are not applicable to the company.
- V. The Company has not accepted any deposits from public within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Therefore, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- VI. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the products manufactured by the company and hence the provisions of Companies (Cost Records and Audit) Rules, 2014 are not applicable.
- VII. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Profession Tax, Employees' State Insurance, Income Tax, Duty of customs, Goods and Service Tax, Cess and other material statutory dues as applicable to it with the appropriate authorities;
 - b. There were no undisputed amounts payable in respect of Provident Fund, Profession Tax, Employees' State Insurance, Income Tax, Duty of customs, Goods and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
 - c. There were no dues of Provident Fund, Profession Tax, Employees' State Insurance, Income Tax, Duty of customs, Goods and Service Tax and Cess which have not been deposited as at March 31, 2020 on account of any dispute.
- VIII. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans to Banks.
- IX. The Company has not raised money by way of Initial Public Offer or Further Public Offer (including debt instruments) or terms loans and hence reporting under clause (ix) of CARO 2016 is not applicable.
- X. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

- XI. In our opinion and according to the information and explanations given to us by the management, the managerial remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act 2013.
- XII. The Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause 3(xii) of the Order is not applicable.
- XIII. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- XV. The Company has not entered into any non-cash transaction with its directors or persons connected with them. Accordingly, the provisions of Clause 3(xv) are not applicable.
- XVI. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR C B MEHTA & ASSOCIATES

Chartered Accountants

FRN: 124978W

C.B.MEHTA

Proprietor

MRN: 116543

Place: Mumbai

Dated: 27.06.2020

UDIN:20116543AAAAACR2932

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Omfurn India Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Omfurn India Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgements, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is insufficient and inappropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR C B MEHTA & ASSOCIATES

Chartered Accountants

FRN: 124978W

C.B.MEHTA

Proprietor

MRN: 116543

Place: Mumbai

Dated: 27.06.2020

UDIN: 20116543AAAACR2932

BALANCE SHEET AS ON 31ST MARCH, 2020

(Amount in ₹)

PARTICULARS	Note No	As at March 31,2020	As at March 31,2019
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	6,81,20,000	6,81,20,000
(b) Reserves and Surplus	4	15,24,73,984	14,25,88,449
		22,05,93,984	21,07,08,449
2 Non-Current Liabilities			
(a) Long-Term Borrowings	5	4,41,72,972	6,84,47,633
(b) Other Long-Term Liabilities	6	14,43,000	24,00,000
(c) Deferred Tax Liabilities (Net)		77,13,130	48,21,780
		5,33,29,102	7,56,69,413
3 Current Liabilities			
(a) Short-Term Borrowings	7	6,84,53,274	7,75,13,823
(b) Trade Payables	8		
(i) Total outstanding due to MSME Unit		22,08,064	45,63,339
(ii) Total outstanding due to Other than MSME Unit		8,23,68,683	6,57,41,711
(c) Other Current Liabilities	9	3,07,93,741	2,56,33,755
(d) Short-Term Provisions	10	14,57,280	-
		18,52,81,042	17,34,52,628
TOTAL		45,92,04,128	45,98,30,490
B ASSETS			
1 Non-Current Assets			
(a) Property, Plant & Equipment			
Tangible Assets	11	12,59,95,410	13,90,45,252
Capital Work-in-Progress		-	6,28,741
(b) Non-Current Investments	12	1,66,03,200	1,10,03,200
(c) Long-Term Loans & Advances	13	45,34,582	39,33,667
		14,71,33,192	15,46,10,860
2 Current Assets			
(a) Inventories	14	13,70,77,458	11,07,29,266
(b) Trade Receivables	15	12,31,65,821	16,28,79,078
(c) Cash & Cash Equivalents	16	2,24,96,687	2,11,38,097
(d) Short-Term Loans & Advances	17	2,93,30,971	1,04,73,189
		31,20,70,936	30,52,19,630
TOTAL		45,92,04,128	45,98,30,490
<i>The accompanying notes an integral part of financial statements 3-26</i>			

Significant accounting policies

1&2

As per our report of even date

FOR C B MEHTA & ASSOCIATESChartered Accountants
FRN 124978W**C.B MEHTA**Proprietor
MRN – 116543Place: **Mumbai**
Dated: **27.06.2020****FOR & ON BEHALF OF THE BOARD****R. C. VISHWAKARMA**Managing Director
DIN - 00091492**M. C. VISHWAKARMA**
Director & Chief Financial Officer
DIN – 00096586**N. C. VISHWAKARMA**Director
DIN - 00103447**DHARA P. SHAH**
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in ₹)

PARTICULARS		Note No	March 31,2020	March 31,2019
CONTINUING OPERATIONS				
1	Gross Revenue from Operations	18	44,23,69,561	40,04,45,228
	Less: Indirect Taxes		(4,56,85,774)	(5,75,25,522)
	Net Revenue from Operations		39,66,83,787	34,29,19,706
2	Other Income	19	83,00,412	71,32,973
3	TOTAL REVENUE		40,49,84,199	35,00,52,678
4	EXPENSES			
	(a) Cost of Materials consumed	20	29,76,05,822	24,34,81,986
	(b) Changes in Inventories	21	(3,02,70,646)	(1,77,58,385)
	(c) Manufacturing and Operating Expenses	22	2,86,91,078	3,50,09,947
	(d) Employee Benefit Expense	23	3,34,68,148	3,42,60,155
	(e) Finance Costs	24	1,54,22,400	1,43,82,524
	(f) Other Expenses	25	3,00,00,029	2,05,36,000
	(g) Depreciation and Amortisation Expense	11	1,57,41,359	1,87,44,051
	(h) Loss On Sale Of Assets		-	(14,822)
	TOTAL EXPENSES		39,06,58,192	34,86,42,456
5	Profit / (Loss) Before Tax		1,43,26,007	14,10,222
6	Tax Expenses:			
	(a) Current Tax Expense		23,91,297	2,71,327
	(b) Deferred Tax (Expense)/ Income		28,91,350	18,70,630
	(c) Tax adjustment relating to earlier years		12,950	9,57,659
	(d) MAT Credit Entitlement		(8,55,125)	(2,71,327)
	Total Tax Expense		44,40,472	28,28,289
7	Profit/ (Loss) for the period		98,85,535	(14,18,067)
8	Earnings per Equity Share	26		
	Basic and Diluted		1.45	(0.21)

*Significant accounting policies***1&2***As per our report of even date***FOR C B MEHTA & ASSOCIATES**Chartered Accountants
FRN 124978W**C.B MEHTA**Proprietor
MRN – 116543Place: **Mumbai**Dated: **27.06.2020****FOR & ON BEHALF OF THE BOARD****R. C. VISHWAKARMA**Managing Director
DIN - 00091492**N. C. VISHWAKARMA**Director
DIN - 00103447**M. C. VISHWAKARMA**Director & Chief Financial Officer
DIN – 00096586**DHARA P. SHAH**

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31STMARCH 2020

(Amount in ₹)

PARTICULARS	March 31,2020	March 31,2019
(A) Cash flow from operating activities		
Net Profit / (Loss) before tax	1,43,26,007	14,10,222
Adjustments for:		-
Depreciation and amortisation	1,57,41,359	1,87,44,051
Loss on Sale of Asset	-	(14,822)
Interest on Bank Deposits	(10,44,718)	(9,72,558)
Interest & Finance Charges	1,54,22,400	1,43,82,524
Debit Credit Balances written off	1,14,48,858	(4,53,368)
Dividend Income	-	(390)
Import (Gain)/Loss	(3,77,300)	(6,12,774.)
Operating Profit Before Working Capital Changes	5,55,16,607	3,24,82,885
Movements in Working Capital		
(Increase)/ Decreases in Trade receivables	2,82,64,399	(26,69,471)
(Increase)/ Decreases in Inventories	(2,63,48,192)	(4,06,45,631)
(Increase)/ Decreases in Short-term loans and advances	(1,88,57,782)	(30,35,731)
(Increase)/ Decreases in Long Term Loans & Advances	(6,00,915)	-
Increase/ (Decrease) in Trade payables	1,46,48,997	1,93,044
Increase/ (Decrease) in Short Term Borrowings	(90,60,549)	69,89,531
Increase/ (Decrease) in Short Term Provisions	14,57,280	(74,02,896)
Increase/ (Decrease) in Other current liabilities	51,59,986	72,09,386
Cash Generated From Operations	5,01,79,831	(68,78,882)
Less: Tax paid	15,49,122	9,57,659
Net Cash Generated from Operating Activities	4,86,30,709	(78,36,541)
(B) Cash flow from investing activities		
Purchase of Fixed assets and Capital work in progress	(20,62,777)	(70,11,818)
Sale of Fixed Assets	-	7,61,000
Interest on Bank Deposits	10,44,718	9,72,558
Dividend income	-	390
Investment in Non Current Investment	(56,00,000)	-
Net Cash Generated from Investing Activities	(66,18,059)	(52,77,870)
(C) Cash flow from financing activities		
Interest & Finance Charges	(1,54,22,400)	(1,43,82,525)
Long Term Borrowings	(2,42,74,661)	3,65,68,571
Other Long-Term Liabilities	(9,57,000)	-
Net cash generated from Financing Activities	(4,06,54,061)	2,21,86,046
Net Increase/(Decrease) in cash & cash equivalent	13,58,589	90,71,635
Add: Cash & Cash equivalent at the beginning of the year	2,11,38,097	1,20,66,462
Cash & Cash equivalent at the end of the year	2,24,96,687	2,11,38,097
Components of cash & cash equivalent		
Cash in hand	6,413	67,220
Balances with banks	2,24,90,274	2,10,70,877
Cash & Cash equivalent considered fo Cash Flow Statement	2,24,96,687	2,11,38,097
<i>Notes forming part of Financial Statements</i>	1 & 2	
<i>The accompanying notes an integral part of financial statements</i>		

As per our report of even date

FOR C B MEHTA & ASSOCIATESChartered Accountants
FRN 124978W**C.B MEHTA**Proprietor
MRN – 116543Place: **Mumbai**Dated: **27.06.2020****FOR & ON BEHALF OF THE BOARD****R. C. VISHWAKARMA**Managing Director
DIN - 00091492**M. C. VISHWAKARMA**Director & Chief Financial Officer
DIN - 00096586**N. C. VISHWAKARMA**Director
DIN - 00103447**DHARA P. SHAH**

Company Secretary

Note 1: Corporate Information

Omfurn India Limited ('the company') is a public limited company, limited by shares, domiciled in India and incorporated under the Companies Act 1956. The company was converted into a public limited company with effect from 15th June, 2017 and subsequently got listed on the National Stock Exchange (NSE).

The company is mainly engaged in the business of manufacturing and supplying of furniture's like Executive office furniture, International school furniture, Modular office furniture, Bedroom Furniture, wooden door & frame etc. in terms of customized, system based or Turnkey project's throughout India. The Company also specializes in the design and execution of turnkey interiors projects by bringing together under the same roof all of the resources necessary to meet the needs of any fit-out project.

Note 2: Basis of preparation and measurement and Significant Accounting policies and notes to accounts**2.1 Basis of Accounting and preparation of Financial Statements**

a. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of Companies Act, 2013.

b. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year

c. All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current - noncurrent classification of assets and liabilities.

2.2 Use of Estimates

a. The preparation of financial statements is in conformity with Generally Accepted Accounting Principles that requires the Management to make estimates and assumptions considered in reported amount of assets and liabilities (including contingent liabilities) and the income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

2.3 Impact of COVID-19 Pandemic

a. The outbreak of Coronavirus (COVID-19) pandemic globally and in India caused significant disturbances and slowdown of economic activities across the world. The Government of India also imposed nationwide lockdown in view of COVID-19 in the month of March 2020 and accordingly, the Company's operations were impacted. The Company's following the guidelines issued by the Government of India had suspended its operations at manufacturing plant at Umbergaon, Gujarat and Administrative office at Kandivali, Mumbai.

b. The Government of India permitted non-essential activities in Non Containment Zones subject to requisite approvals as required and accordingly, the Company had commenced operations at Factory at Umbergaon from 12th May 2020 and is gradually ramping up the capacity since then. The Administrative Office is also operating as per guidelines issued by Government of India.

c. In assessing the recoverability of carrying amount of Company's assets such as Investments, trade receivables, inventories etc. the Company has considered various internal and external information up to the date of approval of these financial results and concluded that they are recoverable based on the estimate of values of the businesses and assets.

d. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

2.4 Property Plant and Equipment and Depreciation there on

a. Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any.

b. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

c. Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously ascertained standard of performance

d. The company has applied the estimated useful life as specified in Schedule II and calculated depreciation based on rates worked as per applicable accounting standard and guidance note issued by ICAI as under:

Type of Asset	Period
Computer Equipment	3 years
Furniture & Fixtures	10 years
Office Equipment's	5 years
Plant & Machinery	15 years
Motor Vehicles	10 years
Factory Building	30 years
Other Buildings	60 years
Electrical Installations	10 years

e. During the year under review, the construction work of factory shed on the new plant and machinery was completed and was ready to use. Accordingly the capital expenditure incurred on the Factory Shed is transferred from Capital Work In Progress to Factory Building and Depreciation is charges as per applicable rates.

2.5 Impairment Of Assets

a. An asset is considered as impaired in accordance with AS-28 in Impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of assets' net selling price and value in use). The carrying amount is reduced to the recoverable amount and reduction is recognized as an impairment loss in the Statement of Profit & Loss. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

2.6 Borrowing Costs

Borrowing Costs directly attributable to the acquisition, construction and production of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

2.7 Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long-Term investments are valued at cost and provision for diminution in value thereof is made, wherever such diminution is other than temporary

2.8 Inventories

- a. Items of Inventories are valued at lower of cost and net realizable value
- b. Cost of Inventory comprises of Cost of Purchase, Cost of Conversion and proportionate manufacturing overheads incurred in bringing the inventories to their present location and condition.

2.9 Employee Benefits

a. All employee benefits payable wholly within 12 months of rendering of services are classified as short-term employee benefits. These comprise of salaries, wages and short term compensated absences, etc. and the expected costs of ex-gratia are recognized in the period in which the employee renders the related services.

b. Post-employment benefits defined contribution plans: Payments made to a defined contribution plan such as Provident Fund maintained with the Regional Provident Fund Office and superannuation fund are charged to as an expense in the Statement of Profit and Loss Account as they fall due

c. Defined Benefit plans Gratuity Fund: The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all employees on death or on separation or termination in terms of the Payment of Gratuity Act, 1997. In respect of Gratuity the company has made contributions to plan provided by the Life Insurance Corporation of India

2.10 Revenue Recognition

a. Revenue from operations is recognised to the extent that it is probable that the economic benefits will flow to the company and its revenue can be reliably measured. Revenue is measured on accrual basis at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Central or the State government.

b. Supply of Goods

Revenue is recognized when significant risks and rewards of ownership of the goods have passed to the buyer. Net Turnover from operations represents amount of turnover after deduction of discounts and Goods and Services tax

c. Sale of services

Revenue from Sale of services is recognised on accrual basis as and when the service provision is completed. It is recognised net of discounts and Goods and Services Tax

d. Interest Income

Interest income is recognised on a proportionate basis taking into account the amount outstanding and the rate applicable

2.11 Goods and Services Tax Input Tax Credit

a. The Company has claimed input tax credit in terms of Chapter V of the CGST Act, 2017 and the Rules made there under in respect of inputs, input services and capital goods used for the purposes of the business. To the extent of ineligible credits the same are added to their respective heads of expenses/capital goods.

2.12 Cash and Cash Equivalents

a. Cash and cash equivalents in the balance sheet include cash at bank and on hand.

b. Cash equivalents are short-term, highly liquid investments that are readily convertible into amounts of cash and which are subject to insignificant risk of change in value.

2.13 Foreign Currency Transactions

- a. The Company's financial statements are prepared in Indian Rupees which is the Company's functional currency
- b. The Transactions in foreign currency are recorded in the functional currency at the original rates of exchange in force at the time the transactions are effected. At the year end, monetary items, including those of foreign operations integral in nature, denominated in foreign currency are reported using the closing rates of exchange. Exchange differences arising thereon and on realization/ payment of foreign exchange are accounted for in the relevant year as income or expense.
- c. During the year under review there are no foreign exchange earnings. Foreign Currency outgoings are Rs 296.69 Lakhs used for Import Purchase and Repairs/Purchase of Capital Goods.

2.14 Micro, Small & Medium Enterprises Development Act, 2006

a. Based on the information available with the company, none of suppliers have been identified, who are registered under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED) to whom the company owes and the same is not outstanding for more than 45 days as at 31 March 2020. The information has been determined to the extent such parties have been identified on the basis of information available within the company. This has been relied upon by the auditors.

2.15 Segment Information

The Company's business activity falls within a single primary business segment viz. manufacturing and supply of furniture items. Also the company is operating in Indian market; hence there is no reportable geographic /secondary segment. Accordingly, no disclosure is required under AS-17.

2.16 Related Party Disclosures

Related Parties and their relationships are enumerated in the table below:

Name of Related Party	Relationship	Amount (INR)	Nature of Payment
Rajendra C Vishwakarma	Managing Director	12,10,913	Director Remuneration
Mahendra C Vishwakarma	Chief Financial Officer	11,15,821	
Narendra C Vishwakarma	Director	10,72,727	
Mahesh R Panchal	Director	4,29,824	
Rajendra C Vishwakarma	Managing Director	7,20,000	Rent
Manbhavati R Vishwakarma	Wife of Director	5,29,200	
Mahendra C Vishwakarma	Chief Financial Officer	5,29,200	
Malti M Vishwakarma	Wife of Director	5,29,200	
Narendra C Vishwakarma	Director	6,00,000	
Jayesh M Vishwakarma	Son of Director	5,02,076	Salary
Dhara P Shah	Company Secretary	1,96,116	
Vikrant R Vishwakarma	Son of Director	4,62,029	
Sarita Vishwakarma	Daughter of Managing Director	1,80,000	
Prashant R Vishwakarma	Son of Managing Director	1,69,200	
Karna R Vishwakarma	Son of Managing Director	19,103	
Parmanand Vishwakarma	Son of Director	2,65,200	
Sonali Gandre	Independent Director	5,000	
Umesh Desai	Independent Director	5,000	Sitting Fees
Sudhir Shah	Independent Director	15,000	
Parag Edwankar	Independent Director	10,000	
Prasad Chirravuri	Independent Director	10,000	
Hemlata N Vishwakarma	Wife of Director	3,13,302	Sub Contract

2.17 Earnings per share

a. Basic earnings per share are calculated in accordance with Accounting Standard (AS-20) – Earning per share. The Basic Earnings per share is arrived by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The numbers of equity shares are adjusted retrospectively for all the periods presented for bonus shares issued during the reporting period.

Particulars	As at March 31, 2020	As at March 31, 2019
Net Profit/(Loss) after Tax (INR)	98,85,535	(14,18,067)
Number of Shares outstanding at the beginning of the year	68,12,000	68,12,000
Add: Shares issued during the year	-	-
Number of shares outstanding at the end of the year	68,12,000	68,12,000
Weighted average number of shares		
For Calculating Basic and Diluted EPS	68,12,000	68,12,000
Earnings per share (EPS)	1.45	(0.21)

2.18 Taxes on income

a. Current Tax comprises of expected tax payable or recoverable for the year and any adjustment in respect of previous years. It is measured using tax rates provided under the Income Tax Act, 1961.

b. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

c. Deferred Tax is recognized, subject to consideration of prudence, on timing difference between taxable income and accounting income for the period that originate in one period and are capable of reversal in one or more subsequent periods.

Particulars	Amount (In Rs)
Opening Deferred Tax liability	48,21,780
Add: Deferred Tax Expense Debited to Statement of Profit and Loss Account	28,91,350
Closing Deferred Tax Liability	77,13,130

2.19 Sundry Debtors, Loans and Advances

a. Sundry Debtors, Loans and Advances are stated at the value if realised in the ordinary course of business. Irrecoverable amounts, if any are accounted for and/ or provided for as per the decision of the management or upon final settlement with the parties

2.20 Provision, Contingent Liabilities and Contingent Assets

a. Provisions are recognized in terms of Accounting Standard (AS-29) –Provisions, Contingent Liabilities and Contingent Assets notified pursuant to Companies (Accounting Standards) Rules, 2006, when there is present legal or statutory obligation as result of

past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

b. Contingent liabilities are recognized only when there is obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a realizable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having largely probable outflow of resources are provided for Contingent Liabilities

c. The company has made FDRs against which margin money towards bank guarantee is adjusted by bank as and when issued. The contingent liabilities as at year end are tabulated as under:

Nature of Contingent Liability	(INR. In Lakhs)	
	As at March 31, 2020	As at March 31, 2019
Bank Guarantee for which FDR margin money has been given to the bank as Security	529.44	434.01

2.21 Previous year figures

a. Previous year's figures have been regrouped and rearranged wherever necessary so as to make comparable with those of Current Year

Notes forming part of the Financial statement for the year ended 31st March, 2020.

3. Share Capital

(Amount in ₹)

Share Capital	As At 31-Mar-2020		As At 31-Mar-2019	
	No of Shares	Amount in Rs	No of Shares	Amount in Rs
(a) Authorised Share Capital				
Equity Shares of Rs. 10/- each with voting rights	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
	1,00,00,000	10,00,00,000	10,00,000	10,00,00,000
(b) Issued, Subscribed and fully paid up				
68,12,000 Equity Shares of Rs. 10/- each with voting rights	68,12,000	6,81,20,000	68,12,000	6,81,20,000
	68,12,000	6,81,20,000	68,12,000	6,81,20,000
(c) Reconciliation of number of shares outstanding at the beginning and at the end of the year				
Equity Shares				
- At the beginning of the year	68,12,000	6,81,20,000	68,12,000	6,81,20,000
- Issued during the year	-	-	-	-
- At the end of the year	68,12,000	6,81,20,000	68,12,000	6,81,20,000

The company has only one class of equity shares having face value of Rs. 10/- per share. Each holder of equity shares is entitled to one(i) vote per share

(d) Details of Shareholders holding more than 5% Equity Shares in the Company

Share Capital	As At 31-Mar-2020		As At 31-Mar-2019	
	No of Shares	% of Holding	No of Shares	% of Holding
(i) RajendraChitbahalVishwakarma	14,00,000	20.55	14,00,000	20.55
(ii) MahendraChitbahalVishwakarma	14,00,000	20.55	14,00,000	20.55
(iii) NarendraChitbahalVishwakarma	8,50,000	12.48	8,50,000	12.48
(iv) RavindraChitbahalVishwakarma	6,00,000	8.81	6,00,000	8.81

4. RESERVE & SURPLUS

(Amount in ₹)

	March 31, 2020	March 31, 2019
4A. Surplus/ (Deficit) in Statement of Profit and Loss		
Balance carried from last year	12,48,36,979	12,62,55,046
Add: Surplus / (Deficit) from Statement of Profit & Loss	98,85,535	(14,18,067)
	13,47,22,514	12,48,36,979
4B. Securities Premium Accounts		
Balance carried from last year	1,77,51,470	1,77,51,470
Add: On Equity Shares issued during the year	-	-
Less: Utilised against share issue expenses	-	-
Balance at the end of the year	1,77,51,470	1,77,51,470
	15,24,73,984	14,25,88,449

5. LONG TERM BORROWING

(a) Term Loans from Banks	4,62,96,697	5,71,90,157
Less: Installments due within 12 months	(1,23,25,164)	(1,29,16,668)
	3,39,71,533	4,42,73,489
(b) Vehicle Loans	11,29,550	14,47,654
Less: Installments due within 12 months	(3,34,584)	(3,30,996)
	7,94,966	11,16,658
(c) <u>Other Long Term Loans from related parties</u>		
Unsecured loans from Directors of the company	94,06,472	2,30,57,486
	4,41,72,972	6,84,47,633

I. Term Loans from Union Bank of India are secured by

- a. Mortgage of company's immovable properties specified in the relevant loan agreements/ sanction terms
- b. Hypothecation of Company's movable properties, both present and future
- c. Personal guarantees of the Directors

II. Vehicle loans are secured against specified assets**III. Terms of repayment of loans.**

Name of the Bank	Period of maturity	No. of monthly installments	Amount of installment	Rate of Interest
Secured				
Term Loans				
Union Bank of India (Rs. 125 Lakhs)	Jul-2020	60	2,08,333	12.10%
Union Bank of India (Rs. 625 Lakhs)	Apr-2024	72	8,68,055	12.05%
Vehicle Loans				
Union Bank of India (Rs. 9.52 Lakhs)	Dec-2020	84	11,333	10.70%
Union Bank of India (Rs. 13.65 Lakhs)	Sep-2021	84	16,250	8.70%

6. Other Long Term Liabilities

(a) Lease Rental Deposit	14,43,000	24,00,000
(b) Other Security Deposit	-	-
	14,43,000	24,00,000

	(Amount in ₹)	
	March 31, 2020	March 31, 2019
7. Short Term Borrowings		
<u>Loan repayable on demand</u>		
- Cash Credit account with Union Bank of India	6,84,53,274	7,75,13,823
	6,84,53,274	7,75,13,823
Note :		
1. Cash Credit from Union Bank of India is secured by hypothecation of stocks and trade receivables, both present and future, as well as by the mortgage of the specified immovable properties and personal guarantee of the directors.		
2. The Cash Credit facility carries interest rate of 11.70%		
8. Trade Payables		
(a) Other than Acceptances		
(i) Total outstanding due to MSME Unit	20,60,247	43,08,827
(ii) Total outstanding due to Other than MSME Unit	4,28,38,953	4,68,94,092
(b) Other trade payables		
(i) Total outstanding due to MSME Unit	1,47,817	2,54,512
(ii) Total outstanding due to Other than MSME Unit	3,95,29,730	1,88,47,618
	8,45,76,747	7,03,05,050
9. Other Current Liabilities		
(a) Current maturities of long term borrowings		
- Term loans from banks	1,26,59,748	1,29,16,668
- Vehicle loans	-	3,30,996
(b) Statutory Remittances	26,38,483	21,77,817
(c) Customer credit balances	1,54,95,510	1,02,08,273
	3,07,93,741	2,56,33,755
10. Short Term Provisions		
Provision for Employee Benefits		
Salaries and Wages Payable	14,57,280	-
	14,57,280	-

11. Fixed Assets

Particulars	Leasehold Land	Factory Building	Buildings	Vehicles	Office Equipments	Furniture and Fixtures	Plant and machinery	Computers	Total
Year ended March 31 2020									
Gross Carrying Amount									
Opening gross carrying amount	1,30,06,014	6,39,57,139	4,46,64,220	48,71,602	21,06,396	3,77,157	11,58,95,535	24,92,235	24,73,70,297
Add: Additions	-	9,93,625	-	-	1,21,755	21,500	13,78,143	1,76,495	26,91,517
Less: Disposals	-	-	-	-	-	-	-	-	-
Closing Gross carrying amount	1,30,06,014	6,49,50,763	4,46,64,220	48,71,602	22,28,151	3,98,657	11,72,73,677	26,68,730	25,00,61,814
Accumulated Depreciation									
Opening accumulated depreciation	-	2,29,06,346	1,47,99,188	33,76,809	18,50,137	3,35,851	6,28,06,600	22,50,115	10,83,25,045
Depreciation charged during the year	-	37,83,953	15,53,992	3,74,833	1,23,619	12,301	97,97,777	94,884	1,57,41,359
Disposals	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	-	2,66,90,299	1,63,53,180	37,51,642	19,73,756	3,48,152	7,26,04,377	23,44,999	12,40,66,404
Net carrying amount	1,30,06,014	3,82,60,464	2,83,11,040	11,19,960	2,54,395	50,505	4,46,69,300	3,23,731	12,59,95,410
Year ended March 31 2019									
Gross Carrying Amount									
Opening gross carrying amount	1,30,06,014	3,31,16,135	4,46,64,220	47,40,602	20,73,689	3,77,157	7,28,97,223	23,01,128	17,31,76,167
Add: Additions	-	3,08,41,004	-	1,31,000	49,800	-	4,60,56,271	1,91,107	7,72,69,182
Less: Disposals	-	-	-	-	17,093	-	30,57,959	-	30,75,052
Closing Gross carrying amount	1,30,06,014	6,39,57,139	4,46,64,220	48,71,602	21,06,396	3,77,157	11,58,95,535	24,92,235	24,73,70,297
Accumulated Depreciation									
Opening accumulated depreciation	-	2,08,78,943	1,10,93,739	28,99,210	17,25,856	3,21,318	5,31,20,570	18,70,233	9,19,09,868
Depreciation charged during the year	-	20,27,403	37,05,449	4,77,599	1,35,362	14,533	1,20,03,823	3,79,882	1,87,44,051
Disposals	-	-	-	-	11,081	-	23,17,793	-	23,28,874
Closing accumulated depreciation	-	2,29,06,346	1,47,99,188	33,76,809	18,50,137	3,35,851	6,28,06,600	22,50,115	10,83,25,045
Net carrying amount	1,30,06,014	4,10,50,793	2,98,65,032	14,94,793	2,56,259	41,306	5,30,88,935	2,42,121	13,90,45,252

(Amount in ₹)

March 31, 2020

March 31, 2019

12. Non Current Investments(a) Quoted, Fully paid

In Equity shares of Union Bank of India Limited
[200 equity shares (200, 31.03.19) of Rs 16 each]

3,200

3,200

(b) Other Investments

In Union Capital Protection Oriented Mutual Fund
[15,34,621.43 Units of Rs 10.817 each] (P Y ,11 lakh units of Rs.10 each)

1,66,00,000

1,10,00,000

1,66,03,200**1,10,03,200****13. Long Term Loans and Advances**

(a) Security Deposits

39,68,943

33,68,028

(b) Advance to Om Shanti Co opHsgSoc Ltd

5,65,639

5,65,639

45,34,582**39,33,667****14. Inventories**

(a) Raw Materials

4,46,11,789

4,85,34,243

(b) Semi finished goods

3,41,40,922

1,50,53,735

(c) Work In Progress

5,83,24,747

4,71,41,288

13,70,77,458**11,07,29,266**

	(Amount in ₹)	
	March 31, 2020	March 31, 2019
15. Trade Receivables		
<u>Trade Receivables Considered Good - Unsecured</u>		
(a) Outstanding for a period exceeding six months	3,33,54,540	6,10,90,135
(b) Outstanding for a period Less than six months	5,38,34,028	8,43,69,681
(c) Retention Money	3,59,77,253	1,74,19,262
	12,31,65,821	16,28,79,078
16. Cash and Cash Equivalents		
(a) <u>Cash On Hand</u>		
At Mumbai Unit	2,990	20,191
At Umbergaon Unit	3,423	47,029
(b) With Banks in current account	19,94,857	66,82,295
(c) In deposit accounts	66,50,425	62,64,522
(d) As margin money deposit	1,38,44,992	81,24,060
	2,24,96,687	2,11,38,097
17. Short Term Loans and Advances		
(a) Advance for Expenses	29,38,012	5,17,898
(b) Loans to Employees	2,18,000	2,32,601
(c) Advances to Employees	53,814	1,02,984
(d) Prepayments	10,13,618	4,85,346
<u>Balance with government authorities</u>		
(e) Excess Input Tax Credit (GST)	1,56,37,087	44,25,024
(f) Prepaid Taxes (Net of Provision for Taxes)	83,43,988	44,38,010
(g) MAT Credit Entitlement	11,26,452	2,71,327
	2,93,30,971	1,04,73,189
18. Revenue from Operations		
(a) Supply of Goods	15,43,90,105	21,70,16,329
(b) Supply of Services	28,79,79,456	18,34,28,899
	44,23,69,561	40,04,45,228
(c) Less: Goods and Service Tax	4,56,85,774	5,75,25,522
	39,66,83,787	34,29,19,706
19. Other Income		
(a) Interest income	10,44,718	9,72,558
(b) Import gain and loss	3,77,300	6,12,774
(c) Rental Income	47,23,054	55,20,000
(d) Miscellaneous Income	-	27,250
(e) Dividend Income	-	390
(f) Profit on Redemption of Mutual Fund	21,55,340	-
	83,00,412	71,32,973

	(Amount in ₹)	
	March 31, 2020	March 31, 2019
20. Cost of Materials Consumed		
(a) Opening Stock of Raw Material	4,85,34,243	2,56,46,998
(b) <u>Add: Purchase</u>	-	
Raw Material	19,03,21,388	19,11,17,845
Sub Contracts	10,33,61,980	7,52,51,386
	34,22,17,611	29,20,16,229
(c) <u>Less: Closing Stock of Raw Material</u>	(4,46,11,789)	(4,85,34,243)
	29,76,05,822	24,34,81,986
21. Changes in Inventories of Work in Progress and Semi Finished Goods		
(a) Semi-Finished goods	3,41,40,922	1,50,53,735
(b) Work in progress	5,83,24,747	4,71,41,288
	9,24,65,669	6,21,95,023
(c) Semi-Finished goods	1,50,53,735	1,80,65,092
(d) Work in progress	4,71,41,288	2,63,71,546
	6,21,95,023	4,44,36,638
	(3,02,70,646)	(1,77,58,385)
22. Manufacturing and Operating Expenses		
(a) Coolie and Cartage	39,86,185	29,93,216
(b) Factory salaries and wages	1,04,00,529	1,26,04,277
(c) Incentives	21,19,620	38,97,416
(d) Power and fuel	19,79,094	23,19,369
(e) Repairs and maintenance - machinery	14,40,416	31,92,419
(f) Transport, octroi, loading and unloading	42,09,905	54,34,949
(g) Design Consultancy Charges	1,00,000	8,27,119
(h) Other manufacturing and operating expenses	44,55,329	37,41,183
	2,86,91,078	3,50,09,947
23. Employee Benefit Expense		
(a) Salary, wages and bonus	2,15,50,969	2,06,72,431
(b) Directors' remuneration	38,29,285	37,61,285
(c) Contribution to provident and other funds	39,72,082	38,94,804
(d) Staff medical insurance	1,10,479	6,38,032
(e) Lodging and boarding	9,28,068	12,57,174
(f) Staff Welfare	30,77,265	40,36,429
	3,34,68,148	3,42,60,155
24. Finance Costs		
(a) <u>Interest paid to banks</u>		
On Cash Credit facility	86,44,272	62,00,030
On term loans	64,02,928	80,35,291
(b) Others Interest payments	3,75,200	1,47,203
	1,54,22,400	1,43,82,524

	(Amount in ₹)	
	March 31, 2020	March 31, 2019
25. Other Expenses		
(a) Advertisement expenses	32,764	61,000
(b) Commission	3,52,500	1,00,000
(c) Debit and credit balances written off	1,14,48,858	(4,53,368)
(d) Legal and professional fees	19,82,200	38,67,014
(e) Vehicle expenses	10,96,402	12,23,060
(f) Travel and conveyance	18,43,597	22,39,669
(g) Electricity	3,48,429	3,53,550
(h) Insurance	9,30,614	12,52,315
(i) Membership and subscription	14,537	61,767
(j) Postage and courier	1,10,001	1,35,815
(k) Printing and stationery	4,74,588	6,05,971
(l) Rents	32,76,771	34,48,930
(m) Rates and Taxes	11,83,583	12,73,584
(n) Repairs and maintenance - buildings	9,05,312	6,61,211
(o) Repairs and maintenance - others	7,62,836	6,41,002
(p) Sales promotion	2,620	42,743
(q) Security Charges	4,47,552	4,39,920
(r) Communication	3,71,263	5,35,355
(s) Bank Charges	28,36,157	25,39,435
(t) Miscellaneous expenses	7,20,464	7,73,696
(u) Payment to Auditor	6,50,000	6,50,000
(v) Listing & Other fees	2,08,980	84,333
	3,00,00,029	2,05,37,000

26. Earnings per Equity Share

Basic/Diluted Earnings Per Share

Profit/ (loss) attributable to Equity Shareholders	98,85,535	(14,18,067)
Weighted Average number of equity shares	68,12,000	68,12,000
Basic Earnings Per Share in Rs.	1.45	(0.21)
Face Value Per Share in Rs.	10	10

As per our report of even date

FOR C B MEHTA & ASSOCIATES
Chartered Accountants
FRN 124978W

FOR & ON BEHALF OF THE BOARD

C.B MEHTA
Proprietor
MRN – 116543

R. C. VISHWAKARMA
Managing Director
DIN - 00091492

N. C. VISHWAKARMA
Director
DIN - 00103447

Place: **Mumbai**
Dated: **27.06.2020**

M. C. VISHWAKARMA
Director & Chief Financial Officer
DIN – 00096586

DHARA P. SHAH
Company Secretary



OMFURN INDIA LIMITED

Maker of state-of-the art Modular Furniture

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