

1st September, 2022

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

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

Sub:- Annual Report of 25th Annual General Meeting (AGM) of Omfurn India Limited (the "Company").

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report of the Company for the financial year 2021-22, which is being sent to the shareholders of the Company.

The Annual General Meeting of the Members of Company will be held on Saturday, 24th September, 2022 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in compliance with General circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of the AGM along with the Annual Report for the financial year 2021-22 is also being made available on the website of the Company at www.omfurnindia.com

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

Yours faithfully,

For Omfurn India Limited


Dhara P Shah
Company Secretary
ACS29177



Encl.: As above



OMFURN INDIA LIMITED

25TH

ANNUAL REPORT 2021-2022



CORPORATE INFORMATION**BOARD OF DIRECTORS****NAME OF DIRECTORS****DESIGNATION**

MR. RAJENDRA C VISHWAKARMA	MANAGING DIRECTOR
MR. MAHENDRA C VISHWAKARMA	WHOLE TIME DIRECTOR
MR. NARENDRA C VISHWAKARMA	DIRECTOR
MR. JAYSHANKAR A CHANDIRA	ADDITIONAL DIRECTOR (W.E.F 5 TH FEBRUARY, 2022)
MR. PARAG S EDWANKAR	INDEPENDENT DIRECTOR
MR. PRASAD N CHIRRAVURI	INDEPENDENT DIRECTOR
MR. SUDHIR J SHAH	INDEPENDENT DIRECTOR
MS. GEETA SHETTY	INDEPENDENT DIRECTOR

CHIEF FINANCIAL OFFICER**REGISTERED OFFICE:**

MR. MAHENDRA C VISHWAKARMA	109, GUNDECHA INDUSTRIAL COMPLEX, AKURLI ROAD, KANDIVALI EAST, MUMBAI - 400101
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COMPANY SECRETARY**MANUFACTURING SITE:**

MS. DHARA P SHAH	PLOT NO. 6, 7 & 8, 52 HECTOR, EXPANSION AREA, NEW GIDC, UMBERGAON - 396171, GUJARAT
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STATUTORY AUDITORS**REGISTRAR AND SHARE TRANSFER AGENT**

M/S C B. MEHTA & ASSOCIATES	BIGSHARE SERVICES PRIVATE LIMITED, ADDRESS : S6-2, 6 TH FLOOR, PINNACLE BUSINESS PARK, NEXT TO AHURA CENTRE, MAHAKALI CAVES ROAD, ANDHERI EAST, MUMBAI – 400059. PHONE: 022 – 62638200
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BANKER

UNION BANK OF INDIA

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CHAIRMAN'S SPEECH

Dear Shareholders,

I welcome you all at the 25th Annual General Meeting of Omfurn India Limited. The performance of the Company for the Financial Year 2021-22 has put us on the right path to improve the execution of our strategy and drive sustainable profitable growth over the long term. The COVID situation had affected the working of the Company during the year under review. With the improvement in the situation the offices and factory has started working normally.

While we have always known that each business stands uniquely apart in its thinking, objectives and resources, we believe the timing is opportunity to run them independently. The year gone by is proof of our long term innovative approach to doing business whether from the point of view strategy, operations or sustainability and various business verticals allows the company to maintain a space and remain competitive in today's ever challenging market place. After considerable thoughts, our sustainable way to move to the next level on product differentiation that will continue to be our backbone to develop market and stay true to Omfurn's core purpose "to create out of dreams" by delivering best quality products including furniture and consistently improve quality and standards for betterment of our customers.

The Company has adequate number of employees at its Registered Office and Factory at Umbergaon and there is no labour unrest.

I would like to acknowledge the hard work, dedication of our talented employees for their passion and dedication with which they continue to contribute to the culture of excellence. We thank you all for your continued support in our growth. Further also thank you, our investors, for your patience, for showing confidence and trust in management capabilities and guidance thus far and looking forward to the future with optimism and innovation.



With Warm Regards

Rajendra C Vishwakarma
Chairman

NOTICE

Notice is hereby given that the 25th Annual General Meeting ("AGM") of the members of Omfurn India Limited (the "Company") will be held on Saturday, September 24, 2022 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, 2022 along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Narendra C Vishwakarma (DIN: 00103447), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Jayshankar A. Chandira (DIN: 09490280) as Executive Director of the Company and to fix his Remuneration.

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

"RESOLVED THAT Mr. Jayshankar A. Chandira (DIN: 09490280) who was appointed by the Board of Directors as an Executive Director of the Company w.e.f February 5, 2022 in terms of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and on the basis of recommendation of Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded to appoint Mr. Jayshankar A. Chandira (DIN: 09490280) as an Executive Director of the Company for a period of 3 (Three) years commencing from February 5, 2022 to February 4, 2025 and he shall be liable to retire by rotation.

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

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to authorize payment of total Managerial Remuneration payable to all its directors not exceeding 21% of the net profits of the Company subject to Schedule V to the Act.

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Jayshankar A Chandira in the light of further progress of the Company, which shall be in accordance with the prescribed provisions of the Act, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof,

for the time being in force) and to take all such steps as may be required in this connection including seeking necessary approvals, if any, to give effect to this resolution.

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

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

By Order of the Board of Directors
Omfurn India Limited

Dhara Pratik Shah
Company Secretary

Place: Mumbai
Date: July 30, 2022

Registered Office:

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

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated 5th May, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No.3 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 and SEBI 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 the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.omfurnindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 02/2022 dated 5th May, 2022.
10. In compliance with the aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 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).
11. For receiving all communication (including Annual Report) from the Company, members are requested to register/update their email addresses with the relevant Depository participant.
12. Register of Members and Share Transfer Books will remain closed from Saturday, 17th September, 2022 to Saturday, 24th September, 2022 (both days inclusive) for the purpose of the AGM.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 25th AGM, i.e. 24th September, 2022. Members seeking to inspect such documents can send an email to omfurn@omfurnindia.com
14. The members are requested to notify change of address, E-mail id's, if any, and to make all correspondence in connection with shares held by them to the Company or to the Company's Registrar and Transfer Agent viz. Bigshare Services Private Limited, having its office at S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400059 quoting their Folio number or their Client ID number with DPID number, as the case may be.
15. 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.
16. 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.
17. 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, 16th September, 2022.
18. The instructions for members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on Wednesday 21st September, 2022 at 09:00A.M. and ends on Friday, 23rd September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 16th September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September, 2022.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 16th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 16th September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

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




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to 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 1020 990 and 1800 22 44 30 or send a request 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to omfurn@omfurnindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to omfurn@omfurnindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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.

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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/have questions during the AGM may register themselves as speaker by sending their questions atleast 10 days in advance from their registered email address mentioning their name, demat account number/folio number, PAN, email id, mobile number at omfurn@omfurnindia.com. The same will be replied by the company suitably. Those members who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM for smooth conduct of the AGM.
19. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two working days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by the Chairman in writing, who shall declare the result of the voting forthwith.
20. 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.

ANNEXURE TO ITEM NO. 2 & 3 OF THE NOTICE

Details of Director seeking Re-appointment at the ensuing Annual General Meeting

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Narendra C Vishwakarma	Mr. Jayshankar A. Chandira.
Director Identification Number (DIN)	00103447	09490280
Date of birth	22 nd January, 1978	7 th April, 1961.
Nationality	Indian	Indian
Date of Appointment on Board	30 th June, 2004	5 th November, 2022
Relationships between Directors Inter-se	Mr. Rajendra Vishwakarma and Mr. Mahendra Vishwakarma are related as brothers	NA.
Area of Experience	He looks after the operations and also interacts with the representatives of customers. He also looks after the coordination of site personnel for smooth functioning.	Professional Experience in project management, quality management and execution. He is an expert in managing finishing and fitouts. He has successfully spearheaded finishing works across Commercial, Residential, Hotel and Airport projects at national and international level in his career.
Shareholding in Omfurn India Limited	8,50,000 equity shares	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL

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

Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Board of Directors on the recommendation of Nomination and Remuneration Committee, at its meeting held on May 18, 2022, has appointed Jayshankar A Chandira (DIN:09490280) as an Additional Director designated as Executive Director – Projects of the Company, for a period of three years with effect from February 5, 2022 to February, 2025, subject to his appointment being approved by the Members.

Mr. Jayshankar A Chandira (DIN: 09490280), aged 61 years is the Executive Director-Projects of our Company. He has completed Civil Engineering from School of Building Science and Technology (SBST, CEPT Ahmedabad). He started his career with KB Mehta in 1985 and later joined L&T in 1990. He follows fitout projects through the full process of management, from concept to completion. He has over 30 years of professional experience in Project Management, Quality Management & Execution. He is an expert in managing finishing & fitouts. He has successfully spearheaded finishing works across L&T's prestigious Commercial, Residential, Hotel and Airport projects at national as well as international level in his long illustrious career.

He now co-ordinates Pan India interiors & finishes projects. Keeping in view of the increased responsibilities and challenges involved, it is proposed to appoint Mr. Jayshankar A. Chandira as the Executive Director of the Company. Following are the details required pursuant to the provisions of section 197, 198 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013:

In terms of the provisions of Schedule V, Sections 164 and 196 of the Companies Act, 2013, Mr. Jayshankar A Chandira is eligible to be appointed as a Director. Mr. Jayshankar A Chandira has given his consent for appointment as Director and confirmed that he is not in any way disqualified from being appointed as Director. The Nomination and Remuneration Committee as also the Board of Directors have recommended his appointment. During his tenure of appointment, he shall be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

He is not a Director in any other Company and not resigned from listed entities in past three years. The appointment of Mr. Jayshankar A Chandira as Executive Director – Projects and the remuneration proposed to be paid to him are in conformity with the provisions and requirements of the Companies Act, 2013, Schedule V and Rules thereunder and are subject to the approval of the Members in the General meeting. Accordingly, no approval of the Central Government is required to be obtained for the appointment of Mr. Jayshankar A Chandira as Executive Director - Projects.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013:**I. General Information:****1. Nature of industry**

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

2. Date or expected date of commencement of commercial production

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

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

Not Applicable.

4. Financial performance based on given indicators

Particulars	March 31,2022 (Rs In Lakhs)	March 31, 2021 (Rs in Lakhs)	March 31, 2020 (Rs in Lakhs)
Revenue from Operation	3084.09	2044.90	3966.83
Other Income	145.69	139.64	79.23
Total Income	3229.79	2184.54	4046.06
Profit Before Tax	75.17	-98.70	143.26
Profit After Tax	68.18	-93.42	98.85

5. Foreign investments or collaborations, if any.

There are no foreign investments or collaborations.

II. Information about the appointee:**1. Background details**

Professional Experience in project management, quality management and execution. He is an expert in managing finishing and fitouts. He has successfully spearheaded finishing works across Commercial, Residential, Hotel and Airport projects at national and international level in his career.

2. Past remuneration

First Appointment in the Company and hence not applicable.

3. Recognition or awards

Not Applicable.

4. Job profile and his suitability

He has completed Civil Engineering from School of Building Science and Technology (SBST, CEPT Ahmedabad). He started his career with KB Mehta in 1985 and later joined L&T in 1990. He follows fitout projects through the full process of management, from concept to completion. He has over 30 years of professional experience in Project Management, Quality Management & Execution. He is an expert in managing finishing & fitouts. He has successfully spearheaded finishing works across L&T's prestigious Commercial, Residential, Hotel and Airport projects at national as well as international level in his long illustrious career.

5. Remuneration proposed

As proposed in the Explanatory Statement of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

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

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

There exists no pecuniary relationship of Mr. Jayshankar A. Chandira directly or indirectly with the Company except to the extent of remuneration paid to him. He is not related to any managerial personnel.

III. Other information:**1. Reasons of loss or inadequate profits**

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

2. Steps taken or proposed to be taken for improvement

The company has taken many steps for innovation and has been using unconventional raw materials and taken care of the green initiatives. Company is also in the lookout for improving the products to suit the clients' requirements for which various steps have been taken.

3. Expected increase in productivity and profits in measurable terms.

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the various initiatives taken now which would yield results in future.

Mr. Jayshankar A. Chandira is interested in the said resolution.

None of the other Directors, Key Managerial Personnel and their relatives is concerned or interested in the said resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as disclosure under Regulation 36(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

By Order of the Board of Directors
Omfurn India Limited

Dhara Pratik Shah
Company Secretary

Place: Mumbai
Date: July 30, 2022

Registered Office:

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

DIRECTORS' REPORT

Dear Members,

Omfurn India Limited

Your Directors present the 25th 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, 2022.

1. FINANCIAL PERFORMANCE:

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

(₹ in Lakhs)		
Particulars	2021-22	2020-21
Revenue from operations	3,084.09	2,044.90
Other Income	145.69	139.64
Sub Total (A)	3,229.79	2,184.54
Expenditure		
Production Costs	2,100.03	1,387.60
Employee Benefit expense	432.87	331.08
Other Expenses	370.38	254.86
Sub Total (B)	2,003.28	1,973.54
Profit before Tax, Interest and Depreciation	1,225.51	211.00
Finance Cost	137.11	172.55
Depreciation and Amortisation	114.22	137.16
Profit/ (Loss) before Tax	75.17	(98.70)
Tax Expense	7.00	(5.28)
Profit/ (Loss) After Tax	68.18	(93.42)
Add: Opening balance of Profit and Loss Account	1,253.80	1,347.22
Balance Carried to Balance Sheet	1,321.98	1,253.80

2. Company's Performance Review:

During the year under review, the revenue from operations of the Company is Rs. 3,084.09 Lakhs as against Rs. 2,044.90 Lakhs in the previous year. The Company reported a profit after tax of Rs.68.18 Lakhs for the current year as against a loss of Rs. 93.42 in previous 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 year has been challenging due to second wave of the COVID-19 pandemic which significantly affected the lives, livelihood and economy. In view of the restrictions due to COVID-19 pandemic across the country there was impact on the business of the Company for the year ended March 31, 2022. With a gradual return to pre-pandemic situation, your Company continues to ensure compliance with the directives issued by the Central Government, State Governments and local government from time to time. The manufacturing facilities are working and kept sanitized so that our employees are safe and secure. All safety protocols are being adhered to very stringently.

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:

The Credit Rating of the Company as on March 31, 2022 are as under:

Long Term: CARE BB+; STABLE

Short Term: CAREA4+.

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. Annual Return:

The Annual Return as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company and can be accessed at www.omfurnindia.com.

iii. Board Meetings:

During the year under review, the Board of Directors met 4 (four) times on June 19, 2021, August 7, 2021, November 13, 2021 and February 5, 2022. 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	4
2.	Mr. Mahendra C Vishwakarma	Whole time Director	4	4
3.	Mr. Narendra C Vishwakarma	Director	4	4
4.	*Mr. Jayshankar A Chandira	Director	1	1
5.	Mr. Sudhir J Shah	Independent Director	4	4
6.	Mr. Parag S Edwankar	Independent Director	4	4
7.	Ms. Prasad N Chirravuri	Independent Director	4	3
8.	Ms. Geeta B Shetty	Independent Director	4	4

During the year under review, following change took place in the Board of Directors:

*Mr. Jayshankar A Chandira was appointed as an Additional Executive Director w.e.f. February 5, 2022.

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 Committee met four (4) times i.e., on June 19, 2021, August 7, 2021, November 13, 2021 and February 5, 2022. During the year under review, the Committee was re-constituted. Now, the Committee comprises of following Four (4) Directors. The

composition of the Committee, category of members, their attendance at the committee meetings held during the year are as under:

Name of Directors	Designation	No. of Board Meetings	
		Held	Attended
Mr. Sudhir Jayantilal Shah - Chairman	Non-Executive & Independent Director	4	4
Mr. Prasad Narsingrao Chirravuri- Member	Non-Executive & Independent Director	4	4
Mr. Parag S. Edwankar* Member	Non-Executive & Independent Director	1	1
Mr. Rajendra Chitbahal Vishwakarma - Member	Managing Director	4	4

*Mr Parag S. Edwanakar was appointed as a member w.e.f February 5, 2022.

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:

- a. Management Discussion and Analysis of financial condition and results of operations.
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors.
 - d. Internal Audit Reports relating to Internal Control Weaknesses.
 - e. 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:

- Ø Investigating any activity within its terms of reference;
- Ø Seeking information from any employee;
- Ø Obtaining outside legal or other professional advice; and
- Ø 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 met on August 7, 2021. During the year under review, the Committee was re-constituted. Now, the Committee comprises of following Four (4) Directors. The composition of the Committee, category of members, their attendance at the committee meetings held during the year are as under:

Name of Directors	Designation	No. of Board Meetings	
		Held	Attended
Mr. Sudhir Jayantilal Shah - Chairman	Non-Executive & Independent Director	1	1
Mr. Prasad Narsingrao Chirravuri - Member	Non-Executive & Independent Director	1	1
Mr. Rajendra Chitbahal Vishwakarma - Member	Managing Director	1	1
Ms. Geeta Shetty* Member	Non-Executive & Independent Director	0	0

*Ms. Geeta Shetty was appointed as a member w.e.f February 5, 2022.

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:

- Redressal of shareholders'/investors' complaints;
- 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;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- 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 2021-2022 are as under:

No. of Investors' Complaints received during the year 2021-22	No. of Investors' Complaints resolved during the year 2021-22	No. of Investors' Complaints pending as on 31 st March, 2022
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 met Twice on November 13, 2021 and February 5, 2022. During the year under review, the Committee was re-constituted. Now, the Committee comprises of following Four (4) Directors.

The composition of the Committee, category of members, their attendance at the committee meetings held during the year are as under:

Name of Directors	Designation	No. of Board Meetings	
		Held	Attended
Mr. Parag Srikrishna Edwankar - Member	Non-Executive & Independent Director	2	2
Mr. Sudhir Jayantilal Shah - Chairman	Non-Executive & Independent Director	2	2
Mr. Prasad Narsingrao Chirravuri - Member	Non-Executive & Independent Director	2	2
Ms. Geeta Shetty*	Non-Executive & Independent Director	1	1

*Ms. Geeta Shetty was appointed as a member w.e.f February 5, 2022.

ROLE OF THE COMMITTEE:

Role of Nomination and Remuneration Committee are as under:

- 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.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- 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.
- 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.
- 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, 2022.

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 2.17 of the Notes forming part of Financial Statement for the year ended on March 31, 2022.

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:

M/S. C.B. Mehta & Associates, Chartered Accountants (Firm Registration No. 124978W) were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting held on September 25, 2021 for a period of three (3) years from the conclusion of the 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2024.

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, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report is attached to this report as '**Annexure-A**'. 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 Key Managerial Performance:

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

Sr. No	Name	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 & Chief Financial Officer
4.	*Mr. Jayshankar A Chandira	Executive Director
5.	Mr. Sudhir J Shah	Independent Director
6.	Mr. Parag S Edwankar	Independent Director
7.	Ms. Geeta B. Shetty	Independent Woman Director
8.	Ms. Prasad N Chirravuri	Independent Woman Director
9.	Ms. Dhara P Shah	Company Secretary

During the year under review, following change took place in the composition of the Board:

*Mr. Jayshankar A Chandira was appointed as Additional Executive Director of the Company w.e.f. February 5, 2022.

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. Narendra C Vishwakarma, (DIN: 00103447), 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 25th Annual General Meeting of the Company.

A brief resume of Mr. Narendra C Vishwakarma 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.

Declaration by Independent Directors

The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the section 149 of the Companies Act, 2013 as well as Regulations 16 (b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Board confirms that the said Independent Directors meet the criteria as laid down under the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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) Familiarization 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 Program 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-B**".

17. Deposits:

As per Section 73 of the Companies Act, 2013 the Company has not invited/ accepted/renewed any deposits from the public during the year ended March 31, 2022.

18. Corporate Social Responsibility:

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company as it does not satisfy any of 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. The Company has also filed non-applicability of corporate governance requirement certificate with the NSE and has complied with the requirements of the Regulation. 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 is 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 2021-22.

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 C**”.

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 has strict control systems to monitor day to day power consumption. Recently the Company has decided to replace the conventional lights with the LED lights which are highly efficient in power consumption and the increase in brightness will lead to better working conditions on shop floor. Optimum lightings will help in reducing the stress on eyes of workers in factory. The Company has achieved a reduction in energy consumption with the use of transparent insulated roof top.

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

The Company has already installed Solar Plant at the Umbergaon factory, which has resulted in reduction of energy consumption to a larger extent. This investment in Solar Plant has helped the Company to generate electricity as an alternate source of energy and also reduced the electricity cost incurred in factory.

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

The Company continues its efforts in up gradation of systems and equipment, with a view to improving the quality of the products, cost reduction in terms of better productivity and customer satisfaction through better product performance. The Company is continuously updating itself to standardize and install required machinery for manufacturing and quality control.

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

Recently we bought a new machine Drillteq V-200 for the production of modular furniture like Wardrobes, Kitchen and Vanity etc. The new machine is fast processing, simple operation and takes up little space. This machine can be used for drilling, trimming and grooving. It gives us an opportunity to supply products on a larger scale without compromising on quality. Multiple operations can be done simultaneously without having the need to use different machines for different machines and thereby saving the cost and energy.

(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.

(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:

(Rs.in Lakh)

Particulars	2021-2022
Foreign Exchange Earned	NIL
Foreign Exchange used for Import Purchase and Capital Goods	23.04

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, 2022, 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: July 30, 2022
Place: Mumbai

ANNEXURE-A TO THE DIRECTORS' REPORT

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, 2022.
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

Date: July 30, 2022

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, 2022

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, 2022 ('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, 2022 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 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(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.

During the year under review, Mr. Jayshankar A. Chandira was appointed as Additional Executive Director w.e.f February 5, 2022.

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

Date: July 30, 2022

Place: Mumbai

UDIN: A005814D000712157

PR NO: 2354/2022

ANNEXURE-B TO DIRECTORS' REPORT

Management Discussion and Analysis Report

A) Industry Structure and Developments:

We are a leading 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 either customized, system based or turnkey projects throughout India. The Company is actively making innovative & unique products to stay ahead in both key Business of Material Handling & Furniture. The Company continued to focus on increasing market penetration to ensure entire product range are available in deeper pockets of the Country. The Company continued to build strong designing & manufacturing capability in production of Modular Furniture which will establish its competitive position of high-cost import substitution in the Furniture Solutions for Home, Office, Educational Institutes, Hospitals & office furniture for private.

The year began on a gloomy note with the second wave of Covid which affected the economy in general and the rural economy in particular, in a very severe way. The start of the year which normally remains most business friendly for the Company witnessed quite a weak demand for most of the products of the Company. Even in such extreme adverse circumstances, the Company managed to recover large quantum of its business and achieved substantially better business in remaining part of the year.

Despite the hostile & adverse environment, Company maintained a positive outlook for its growth plans. It persisted with its large investment plan with full confidence that business will be quite promising in the year 2022-23 and beyond.

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 designs and specifications.

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 in Gujarat and administrative office at Kandivali East in Mumbai.

B) Opportunities and Threats:

In view of outbreak of COVID pandemic, the global demand, economic environment/economic policies are impacted. At the same time, government thrust on vaccination will soon reduce the impact of pandemic. Government initiatives like make in India will give good opportunity for growth.

While the real estate sector like all parts of the economy has been impacted by the COVID pandemic, we expect the sector will continue the robust recovery it was witnessing once this crisis abates. Given our robust launch pipeline, strong balance sheet, and interesting new project acquisition opportunities, we expect a strong FY 2021-22.

C) Outlook:

Our core purpose is "creation out of dreams". We consistently introduce new design in our products. We have integrated in-house capabilities to market, distribute our conceptualized furniture. We also have team of experienced, highly professional and skilled manpower. We understand the customer needs, market trends mapping and provide value for money products. Our diversified product enables us to cater a wide range of preferences & consumer segment.

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:

The prime challenges faced by the Company are Legal Boundaries, Economical Changes, Globalization and Regulatory proceedings, Technological and Political changes are the key challenges for the growth of Business.

Quality of our product is key aspect to sustain in the Market. Any failure to maintain the quality of the product may affect adversely to our business, however we have a system of quality check. Third Party like Transportation facilities, Market Trends include Customers' Change in test, preferences, choices, fashion, designs, patterns, Fluctuation in price and supply of product, Business Rivals, Competition, delay and defaults in clients payments, Some Commitments and liabilities all are adversely affect the growth of Business.

E) Internal control system and their adequacy:

As Stated in Board's Report, the Company has in all material respects, an adequate Internal Financial Control System over Financial Reporting and such Internal Financial controls over financial reporting were operating effectively.

The Company has proper and adequate system of Internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The company has effective system in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws. The Company has also appointed Internal Auditor to check the Internal Control System and their adequacy.

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

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Total Revenue	3229.79	2184.54
Profit /Loss before Tax	75.17	(98.70)
Less: Total Tax Expense	7.00	(5.28)
Profit/Loss after Tax	68.18	(93.42)
Earnings per equity share	1.00	(1.37)

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:

Human resource are valuable asset of our business and the relationship with the staff and workers continued to be cordial during the entire year. The Company has adequate number of employees at its Registered Office as well as at the Factory located at Umbergaon.

Company has framed requisite policies through which Healthy environment remains amongst the Employees and help us improve quality of life of our employees. Employees are given freedom to share their views to the Management. We are committed to fair employment practices and freedom of expression, supported by a strong, Companywide value system. During the year there was no instance of Strike, Lock out or another issues related to Human Resources.

I) 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: July 30, 2022

ANNEXURE-C TO THE DIRECTORS' REPORT

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 2021-22 and ratio of remuneration of each key managerial personnel (KMP) against the performance are as under:-

Name of Director(s)	Designation	Total Remuneration in Rs.	Percentage Increase in Remuneration for the Financial Year 2021-22	Ratio of Remuneration of the director to the median*
Mr. Rajendra C Vishwakarma	Managing Director	11,47,800	23.19%	7.20
Mr. Mahendra C Vishwakarma (CFO)	Whole Time Director	10,60,020	22.94%	6.65
Mr. Narendra C Vishwakarma	Director	11,60,552	33.03%	7.28
Mr. Jayshankar A Chandira*	Executive Additional Director	2,26,250	NA*	1.42
Mrs. Dhara P Shah (CS)	Company Secretary	2,09,856	16.61%	1.32

Notes:

1. Mr. Jayshankar A Chandira was appointed as Executive Director with effect from February 5, 2022.
2. The number of permanent employees on the rolls of the company is 150 for the year ended March 31, 2022.
3. There was an increase of 17.66% in median remuneration of employees during the financial year.
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year 2021-22 was 10.75%.
5. It is affirmed that remuneration paid during the year ended March 31, 2022 is as per the Remuneration Policy of the Company.

RAJENDRA C VISHWAKARMA
CHAIRMAN & MANAGING DIRECTOR
DIN:00091492

Place: Mumbai
Date: July 30, 2022

INDEPENDENT AUDITOR'S REPORT

To
The Members of Omfurn India Limited

Report on Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Omfurn India Limited** ("the Company"), which comprise the Balance sheet as at March 31, 2022, the statement of Profit and Loss and statement of cash flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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 (the "Act") 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, 2022 and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us 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 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 SAs 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 scepticism 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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, 2020 ("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 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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: May 18, 2022

UDIN: 22116543AJDXUQ3267

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Paragraph 2 under ‘Report on other legal and regulatory requirements’ section our report to the members of Omfurn India Ltd of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- 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.

The Company has been sanctioned working capital limits in excess of Rs. 5 crore in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/ statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

- 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 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 deposits during the year and does not have any unclaimed deposits as at March 31, 2022 and therefore, the provisions of the clause 3 (v) 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 is generally regular in depositing undisputed statutory dues, including Provident Fund, Profession Tax, Employees’ State Insurance, Income Tax, Customs Duty, 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, 2022 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, 2022 on account of any dispute.
- viii. In our opinion and according to the record of the Company examined by us and the information and explanation given to us, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income tax Act, 1961 as income during the year.
- ix. (a) According to the information and explanation given to us and on the basis of our examination of the books of account, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(b) According to the information and explanation given to us and on the basis of our examination of the books of account, the company is not a declared wilful defaulter by any bank or financial institutions or other lender.
(c) According to the information and explanation given to us and on the basis of our examination of the books of account, the company has applied the term loans for the purpose for which the loans were obtained.
(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
(f) The Company does not have any subsidiary, joint venture or associate company and hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanation given to us and on the basis of our examination of the books of account, the Company has not raised money by way of Initial Public Offer or Further Public Offer (including debt instruments) or term loans and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
(b) According to the information and explanation given to us and on the basis of our examination of the books of account, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
(b) According to the information and explanations given to us, no report under sub-section (12) of the section 143 of the Companies Act, 2013 was required to be filed by us in Form ADT4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) According to the information and explanations given to us, there were no whistle blower complaints received by the Company during the year.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and accordingly reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For C B Mehta & Associates
Chartered Accountants
FRN: 124978W

C.B. Mehta
Proprietor
MRN: 116543

Place: Mumbai
Dated: May 18, 2022
UDIN: 22116543AJDXUQ3267

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, 2022 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 controls 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 controls 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 controls 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate 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 unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent 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 controls 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, 2022, 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
UDIN: 22116543AJDXUQ3267

Place: Mumbai
Dated: May 18, 2022

BALANCE SHEET AS ON 31ST MARCH, 2022

(₹ in Lacs)

PARTICULARS	Note No.	March 31, 2022 (₹)	March 31, 2021 (₹)
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	681.20	681.20
(b) Reserves and Surplus	4	1,499.50	1,431.32
		2,180.70	2,112.52
2 Non-Current Liabilities			
(a) Long-Term Borrowings	5	548.85	570.48
(b) Other Long-Term Liabilities	6	—	28.86
(c) Deferred Tax Liabilities (Net)		65.22	71.95
		614.07	671.29
3 Current Liabilities			
(a) Short-Term Borrowings	7	1,046.31	1,015.51
(b) Trade Payables	8		
(i) Total outstanding due to MSE Units		31.71	2.99
(ii) Total outstanding due to Other than MSE Units		573.39	710.12
(c) Other Current Liabilities	9	273.78	120.01
(d) Short-Term Provisions	10	47.26	32.91
		1,972.44	1,881.54
TOTAL		4,767.21	4,665.35
B ASSETS			
1 Non-Current Assets			
(a) <u>Property, Plant and Equipment and Intangible Assets</u>			
Property, Plant and Equipment	11	1,012.79	1,086.67
(b) Non-Current Investments	12	20.03	55.08
(c) Long-Term Loans & Advances	13	66.09	81.02
(d) Other Non-Current Assets	14	39.26	38.18
		1,138.17	1,260.94
2 Current Assets			
(a) Inventories	15	1,610.15	1,639.90
(b) Trade Receivables	16	1,313.18	926.71
(c) Cash & Cash Equivalents	17	583.30	644.40
(d) Short-Term Loans & Advances	18	122.41	193.40
		3,629.04	3,404.41
TOTAL		4,767.21	4,665.35
See accompanying notes an integral part of financial statements	1&2		

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

N. C VISHWAKARMA

Director & CEO

Place : **Mumbai**Date: **May 18, 2022**UDIN: **22116543AJDXUQ3267****M. C. VISHWAKARMA**

WTD & CFO

DHARA P. SHAH

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Lacs)

PARTICULARS	Note No.	March 31, 2022 (₹)	March 31, 2021 (₹)
CONTINUING OPERATIONS			
1 Revenue from Operations	19	3,084.09	2,044.90
2 Other Income	20	145.69	139.64
Total Revenue		3,229.79	2,184.54
3 Expenses			
(a) Cost of Materials consumed	21	2,173.18	1,615.34
(b) Changes in Inventories	22	(73.15)	(227.74)
(c) Employee Benefit Expense	23	432.87	331.08
(d) Finance Costs	24	137.11	172.55
(e) Other Expenses	25	370.38	254.86
(f) Depreciation and Amortisation Expense	11	114.22	137.16
Total Expenses		3,154.62	2,283.25
4 Profit / (Loss) Before Tax		75.17	(98.70)
5 Tax Expenses:			
(a) Current Tax Expense for the year		2.46	—
(b) Deferred Tax		(6.73)	(5.18)
(c) Tax adjustment relating to earlier years		—	(0.10)
(d) MAT Credit Entitlement		11.26	—
Total Tax Expense		7.00	(5.28)
6 Profit/ (Loss) for the period		68.18	(93.42)
7 Earnings per Equity Share	26		
Basic and Diluted		1.00	(1.37)
<i>Significant accounting policies</i>	1&2		

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

N. C VISHWAKARMA

Director & CEO

Place : **Mumbai**Date: **May 18, 2022****UDIN: 22116543AJDXUQ3267****M. C. VISHWAKARMA**

WTD & CFO

DHARA P. SHAH

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Lacs)

PARTICULARS	March 31, 2022 (₹)	March 31, 2021 (₹)
(A) Cash flow from operating activities		
Net Profit / (Loss) before tax	75.17	(98.70)
Adjustments for:		
Depreciation and amortisation	114.22	137.16
Interest on Bank Deposits	(8.82)	(13.73)
Gain on sale of Non-current Investments	—	(15.92)
Interest & Finance Charges	137.11	172.55
Sundry balances written off	(0.89)	5.01
Net gain/ (loss) on foreign currency transactions	—	1.17
Operating profit before working capital changes	316.79	187.53
Changes in Working Capital		
(Increase)/ Decreases in Trade receivables	(385.58)	299.94
(Increase)/ Decreases in Inventories	29.76	(269.13)
(Increase)/ Decreases in Short-term loans and advances	70.99	5.21
(Increase)/ Decreases in Long Term Loans & Advances	14.92	20.86
(Increase)/ Decreases in Other Non-current Assets	(1.08)	20.86
Increase/ (Decrease) in Trade payables	(108.01)	(133.83)
Increase/ (Decrease) in Short Term Borrowings	30.80	122.43
Increase/ (Decrease) in Short Term Provisions	14.35	18.33
Increase/ (Decrease) in Other current liabilities	153.76	20.62
Cash Generated from Operations	136.70	292.82
Less: Tax paid	13.72	(0.10)
Net Cash generated from Operating Activities	122.98	292.92
(B) Cash flow from investing activities		
Purchase of Fixed assets/ Capital work in progress	(46.65)	(3.05)
Sale of Fixed assets/ Subsidy received on Capital Assets	6.31	39.18
Gain on sale of Non-current Investments	—	15.92
Interest on Bank Deposits	8.82	13.73
Investment in Non Current Investments	35.04	110.96
Net Cash Generated from Investing Activities	3.53	176.73
(C) Cash flow from financing activities		
Interest & Finance Charges	(137.11)	(172.55)
Long Term Borrowings	(21.63)	128.75
Other Long-Term Liabilities	(28.86)	14.43
Net cash generated from Financing Activities	(187.60)	(29.37)
Net Increase/(Decrease) in cash & cash equivalent	(61.10)	419.43
Add: Cash & Cash equivalent at the beginning of the period	644.40	224.97
Cash & Cash equivalent at the end of the period	583.30	644.40
<u>Components of cash & cash equivalent</u>		
Cash in hand	0.16	0.22
Balances with banks	583.14	644.18
Cash & Cash equivalent considered for cash flow statement	583.30	644.40
<i>Notes forming part of Financial Statements</i>	1 & 2	

See accompanying notes forming part of Financial Results

FOR C B MEHTA & ASSOCIATES

Chartered Accountants

FRN 124978W

C. B. MEHTA

Proprietor

MRN - 116543

Place : **Mumbai**Date: **May 18, 2022****R. C VISHWAKARMA**

Managing Director

M. C. VISHWAKARMA

WTD & CFO

FOR & ON BEHALF OF THE BOARD**N. C VISHWAKARMA**

Director & CEO

DHARA P. SHAH

Company Secretary

NOTE 1 : FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022**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 projects throughout India. The Company also specializes in the design and execution of turnkey interiors projects by bringing together under the same roof all 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

- 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.
- 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
- 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

- 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

The continuance of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The operations and revenue were impacted due to COVID-19. During the year under review, there is no significant impact of COVID-19 on the operations of the Company.

2.4 Property Plant and Equipment and Depreciation there on

- Property Plant and Equipment 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.
- The cost of Property Plant and Equipment 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.
- Subsequent expenditures related to an item of Property Plant and Equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously ascertained standard of performance
- 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

2.5 Impairment of Assets

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 include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to, and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

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, considering 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, central excise duty and Sales Tax (VAT/ CST) 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 Service Tax or goods and services tax

d. Interest Income

Interest income is recognised on a proportionate basis considering the amount outstanding and the rate applicable

e. Government Grants

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/ subsidy will be received.

Government grants whose primary condition is that the Company should purchase, construct, or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Grants related to revenue are recognised in the Statement of Profit and Loss on a systematic basis to match them with related costs

2.11 Insurance Claims

Insurance claims are accounted for based on claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

2.12 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.

2.13 Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.14 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. 23.04 Lakhs used for Import Purchase and Repairs/ Purchase of Capital Goods.

2.15 Micro, Small & Medium Enterprises Development Act, 2006

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 outstanding for more than 45 days as at 31 March 2022. The information has been determined to the extent such parties have been identified based on information available within the company. This has been relied upon by the auditors.

2.16 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.

2.17 Related Party Disclosures

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

Name of Related Party	Relationship	Amount (₹ in Lacs)	Nature of Payment
Rajendra C. Vishrawakarma	Managing Director	11.48	Director Remuneration
Mahendra C Vishwakarma	Chief Financial Officer	5.29	
Narendra C Vishwakarma	Director	6.00	
Jayshankar A. Chadira	Executive Additional Director	2.26	
Rajendra C Vishwakarma	Managing Director	7.20	Rent
Manbhavati R Vishwakarma	Wife of Director	5.29	
Mahendra C Vishwakarma	Chief Financial Officer	5.29	
Malti M Vishwakarma	Wife of Director	5.29	
Narendra C Vishwakarma	Director	6.00	Salary
Jayesh M Vishwakarma	Son of Director	5.40	
Dhara P Shah	Company Secretary	2.10	
Vikrant R Vishwakarma	Son of Director	5.19	
Sarita Vishwakarma	Daughter of MD	2.63	
Prashant R Vishwakarma	Son of Managing Director	5.20	
Karna R Vishwakarma	Son of Managing Director	4.23	
Parmanand Vishwakarma	Son of Director	5.20	

2.18 Analytical Ratio

Ratio	Measured in	Numerator	Denominator	March 31, 2022	March 31, 2021	Variance
Current ratio	times	Current assets	Current liabilities	1.84	1.81	1.69%
Debt-equity ratio	times	Debt ¹	Total equity	0.73	0.75	-2.57%
Debt service coverage ratio	times	Earnings before Interest, Tax and Exceptional Items	Interest Expense + Principal Repayments made during the year for long term loans	0.60	0.28	116.46%
Return on Equity	%	Profit After Tax	Average total equity	3.18%	-4.33%	-173.41%
Inventory turnover ratio	times	Revenue from operations	Average inventory	1.90	1.36	39.71%
Trade receivable turnover ratio	times	Revenue from operations	Average trade receivables	2.75	1.89	45.33%
Trade payables turnover ratio	times	Cost of Materials Consumed + Purchases of Stock-in-Trade + Other Expenses	Average trade payables	3.86	2.40	60.84%
Net capital turnover ratio	times	Revenue from operations	Working Capital (Current Assets - Current Liabilities)	1.86	1.34	38.64%
Net profit ratio	%	Profit After Tax	Revenue from operations	2.21%	-4.57%	-148.39%
Return on capital employed	%	Earnings before interest and tax	Capital employed ¹	7.60%	2.65%	186.36%
Return on investment	%	Other Income ²	Average Cash, Cash Equivalents & Other Marketable Securities	3.37%	3.24%	4.09%

Reasons for variation in ratio by 25% or more as compared to preceding year

Variation in Debt Service coverage, Return on Equity and other profitability ratios is primarily due to increase in Turnover and profitability during the year ended March 31, 2022. Further, previous year Turnover & decrease in earnings due to COVID-19 pandemic caused significant disturbance of business and slowdown of economic activity as a whole.

a. For Debt Service Coverage Ratio

Debt Service coverage ratio is used to analyze the Company's ability to pay-off current interest and instalments. It is calculated by dividing earnings available for debt service by debt service.

There is variance in this ratio as the repayment of principal amount in current year is more than the fresh loan availed. Also, the EBIT of the Company has improved significantly compared to previous year.

b. For Return on Equity Ratio

Return on Equity (ROE) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total income by average shareholder's equity.

There is variance in this ratio as there is profit in current year compared to loss in preceding year.

c. For Inventory Turnover Ratio

Inventory Turnover measures the efficiency with which a Company utilizes or manages its inventory. It establishes the relationship between sales and average inventory held during the period. It is calculated by dividing turnover by average inventory.

There is variance in this ratio primarily on account of increase in Sales.

d. For Trade Receivable Turnover Ratio

Trade Receivable Turnover Ratio measures the efficiency at which the Company is managing the receivables. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivables.

There is variance in this ratio primarily on account of increase in Trade Receivable.

e. For Trade Payable Turnover Ratio

Trade Payable Turnover Ratio measures the efficiency at which the Company is managing the payables. The ratio shows how well a Company uses and manages the credit extended to it by its vendors. It is calculated by dividing turnover by average trade payables.

There is variance in this ratio primarily on account of decrease in Trade Payables.

f. For Net Capital Turnover Ratio

Net Capital Turnover Ratio indicates a company's effectiveness in using its working capital.

The Company was maintaining higher level of inventory, which has contributed to overall increase in working capital, thus impacted Net Capital Turnover Ratio.

g. For Net profit ratio

The Net Profit Margin is equal to how much Net Profit is generated as a percentage of revenue. It is calculated by dividing net profit by turnover.

There is variance in Net profit ratio as there is profit in the current year compared to loss in preceding year.

h. For Return on capital employed

Return on Capital Employed (ROCE) indicates the ability of a Company's management to generate returns for both the debt holders and the equity holders. It measures a Company's profitability and the efficiency with which its capital is used. It is calculated by dividing profit before exceptional items, interest and tax by capital employed. Capital Employed = tangible net worth + total debt + deferred tax liability.

There is variance in Capital Employed ratio as there is profit in the current year compared to loss in preceding year.

2.19 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, 2022	As at March 31, 2021
Net Profit after Tax (INR in Lacs)	68.18	(93.42)
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)	1.00	(1.37)

2.20 Taxes on income

- 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.
- 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.
- 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 (INR in Lacs)
Opening Deferred Tax liability as on April 1, 2021	71.95
Less: Deferred Tax Income credited to Statement of Profit and Loss Account	(6.73)
Closing Deferred Tax Liability as on March 31, 2022	65.22

2.21 Sundry Debtors, Loans and Advances

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

2.22 Provision, Contingent Liabilities and Contingent Assets

- 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.
- 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.
- The company has made FDRs and has investment in Union Hybrid Equity Fund (Note 12) 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:

(INR in Lakhs)

Nature of Contingent Liability	As at 31 st March 2022	As at 31 st March 2021
Bank Guarantee	1,286.08	717.25

2.23 Additional regulatory and other information as required by the Schedule III to the Companies Act 2013

- The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment.

- b. Registration, Modification and Satisfaction of charges relating to the year under review, had been filed with Registrar of Companies, within the prescribed time or within the extended time requiring the payment of additional fees.
- c. The Company is not required to spent on Corporate Social Responsibility (CSR) expenditure, since neither Company's Net worth is Rs. 500 crore or more, Turnover is Rs. 1000 crore or more nor and Net Profit is Rs. 5 crore or more during immediately preceding year and hence provision of section 135 of the Act are not applicable.
- d. There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- e. The Company is not declared as willful defaulter by any bank or financial Institution or other lenders.
- f. The Company does not have central data base of struck off companies in India and hence Company is unable to trace parties with whom it has entered into transactions, which are struck off by Registrar of Companies.
- g. The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.
- h. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- i. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j. The Company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- k. The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- l. The Company did not trade or invest in Crypto Currency or virtual currency during the Financial Year. Hence, disclosures relating to it are not applicable.

2.24 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.

FOR C B MEHTA & ASSOCIATES

Chartered Accountants
FRN 124978W

C. B. MEHTA

Proprietor
MRN - 116543

Place : Mumbai

Date: May 18, 2022

R. C VISHWAKARMA

Managing Director

M. C. VISHWAKARMA

WTD & CFO

FOR & ON BEHALF OF THE BOARD

N. C VISHWAKARMA

Director & CEO

DHARA P. SHAH

Company Secretary

Notes forming part of the Financial statement for the year ended 31st March, 2022.

3 Share Capital

(INR in Lacs)

Share Capital	As at March 31, 2022	As at March 31, 2021
(a) Authorised Share Capital 1,00,00,000 Equity Shares of Rs. 10/- each with voting rights (March 31, 2021: 1,00,00,000 Equity Shares of Rs. 10/- each with voting rights)	1000.00 1000.00	1000.00 1000.00
(b) Issued, Subscribed and fully paid up 68,12,000 Equity Shares of Rs. 10/- each with voting rights (March 31, 2021: 68,12,000 Equity Shares of Rs.10/- each with voting rights)	681.20 681.20	681.20 681.20

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the period

Equity Shares

- At the beginning of the period	68,12,000	0.01	68,12,000	681.20
- Issued during the period	—	—	—	—
- At the end of the period	68,12,000	0.01	68,12,000	681.20

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

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

Share Capital	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of Holdings	No. of Shares	% of Holdings
(i) Rajendra Chitbahal Vishwakarma	14,00,000	20.55	14,00,000	20.55
(ii) Mahendra Chitbahal Vishwakarma	14,00,000	20.55	14,00,000	20.55
(iii) Narendra Chitbahal Vishwakarma	8,50,000	12.48	8,50,000	12.48
(iv) Ravindra Chitbahal Vishwakarma	6,00,000	8.81	6,00,000	8.81

4 RESERVE & SURPLUS

(INR in Lacs)

	March 31, 2022	March 31, 2021
a Surplus/ (Deficit) in Statement of Profit and Loss		
Opening Balance	1,253.80	1,347.23
Add: Profit / (Loss) for the period	68.18	(93.42)
	1,321.98	1,253.80
b Securities Premium		
Opening Balance	177.51	177.51
Add: Premium on shares issued during the period	—	—
Less: Utilised during the period	177.51	177.51
	1,499.50	1,431.32

5 Long Term Borrowings

a Term Loans from Banks

Secured	604.75	677.30
Less: Installments due within 12 months	(179.20)	(206.53)
	425.55	470.77

b Loans and advances from related parties

Unsecured		
Directors of the company	119.74	93.85

		(Amount in ₹)	
		March 31, 2022	March 31, 2021
c	<u>Long-term maturities of finance lease obligations</u>		
	Secured		
	Vehicle Loans	5.58	7.88
	Less: Installments due within 12 months	(2.03)	(2.02)
		3.56	5.86
		548.85	570.48
1.	Term Loans from Banks are secured by:		
a.	Mortgage of following Immovable Properties:		
	- Factory Land & Building on Plot No. 6/7/8, New GIDC, 52 Hecter (Expansion) Industrial Area, Umbergaon Indl Estate, Valsad		
	- 305, Western Edge II, Kanakia Spaces, W E Highway, Borivali East, Mumbai		
	- 106/ 107, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai		
b.	Hypothecation of Company's Stock and Trade Receivables, both present and future		
c.	Personal gurantee of 3 directors, Mr. Rajendra C. Vishwakarma, Mr. Narendra C. Vishwakarma and Mr. Mahendra C. Vishwkarma		
d.	Bank lien on Recurring Deposit Account		
2.	Vehicle loans are secured against specified assets		
3.	For the current maturities of long-term borrowings, refer Note on Short Term Borrowings.		
4.	Details of terms of repayment for long-term borrowings and security provided in respect of the secured long-term borrowings:		
a.	Secured Term loan of Rs. 2.95 crores (previous year Rs. 3.99 crores) borrowed @ 11.30% p.a. from Union Bank of India repayable by Apr 2024.		
b.	Secured Term loan of Rs. NIL (previous year Rs. 0.50 crores) borrowed @ 8.00% p.a. from Union Bank of India repayable by Mar 2022.		
c.	Secured Term loan of Rs. 1.70 crores (previous year Rs. 2.28 crores) borrowed @ 7.50% p.a. from Union Bank of India repayable by May 2024.		
d.	Secured Term loan of Rs. 1.40 crores (previous year Rs. NIL) borrowed @ 7.50% p.a. from Union Bank of India repayable by January 2027.		
e.	Secured Vehicle Term loan of Rs. 5.58 lacs (previous year Rs. 7.88 lacs) borrowed @ 7.75% p.a. from Union Bank of India repayable by Sept 2024.		
6	Other Long Term Liabilitie		
			(INR in Lacs)
		March 31, 2022	March 31, 2021
(a)	Security deposits received		
	Lease Rental Deposit	—	28.86
		—	28.86
7	Short Term Borrowings		
a	<u>Loans repayble on demand</u>		
	From Banks		
	Secured		
	- Cash Credit account with Union Bank of India	865.09	806.97
b	<u>Current maturities of long term debts</u>		
	- Term loans from banks	179.20	206.53
c	<u>Current maturities of finance lease obligations</u>		
	- Vehicle loans	2.03	2.02
		1,046.31	1,015.51

8 Trade Payables

(INR in Lacs)

March 31, 2022**March 31, 2021****a Other than Acceptances**

(i) Total outstanding due to MSME Units

30.25

2.75

(ii) Total outstanding due to Other than MSME Units

505.91

437.37

b Other trade payables

(i) Total outstanding due to MSME Units

1.46

0.24

(ii) Total outstanding due to Other than MSME Units

67.48

272.74

605.10**713.11****9 Other Current Liabilities****a Other payables**

Statutory Remittances

86.52

9.53

Advance from Customers

187.25

110.48

273.78**120.01****10 Short Term Provisions****a Provision for Employee Benefits**

Provision for Salaries and Wages

31.42

23.91

Provision for Compensated Absences

-

0.76

b Provision - Others

Provision for Expenses

15.83

8.23

47.26**32.91****11 Property, Plant and Equipment and Intangible Assets**

(INR in Lacs)

Particulars	Leasehold Land	Factory Buildings	Building	Vehicles	Office Equipments	Furniture & Fixtures	Plant & machinery	Electrical Installations	Computers	Total
Year ended March 31 2022										
Gross Carrying Amount										
Opening gross carrying amount	130.06	634.40	446.64	48.72	23.07	3.99	1,094.98	55.32	27.33	2,464.49
Add: Additions	-	10.90	-	-	0.98	-	29.72	2.79	2.26	46.65
Less: Disposals/ Adjustments/ Subsidies	-	-	-	-	-	-	27.41	-	-	27.41
Closing Gross carrying amount	130.06	645.30	446.64	48.72	24.05	3.99	1,097.29	58.10	29.58	2,483.73
Accumulated Depreciation										
Opening accumulated depreciation	-	301.20	179.24	40.25	20.71	3.61	763.27	44.55	24.99	1,377.82
Depreciation charged during the year	-	30.53	14.70	1.93	0.74	0.09	62.37	2.98	0.87	114.22
Disposals	-	-	-	-	-	-	21.10	-	-	21.10
Closing accumulated depreciation	-	331.74	193.94	42.19	21.45	3.70	804.53	47.53	25.86	1,470.94
Net carrying amount	130.06	313.57	252.70	6.53	2.60	0.29	292.75	10.58	3.72	1,012.79
Year ended March 31 2021										
Gross Carrying Amount										
Opening gross carrying amount	130.06	649.51	446.64	48.72	22.28	3.99	1,116.59	56.14	26.69	2,500.62
Add: Additions	-	-	-	-	0.78	-	1.40	0.22	0.64	3.05
Less: Disposals/ Adjustments/ Subsidies	-	15.11	-	-	-	-	23.02	1.05	-	39.18
Closing Gross carrying amount	130.06	634.40	446.64	48.72	23.07	3.99	1,094.98	55.32	27.33	2,464.49
Accumulated Depreciation										
Opening accumulated depreciation	-	266.90	163.53	37.52	19.74	3.48	685.01	41.03	23.45	1,240.66
Depreciation charged during the year	-	34.30	15.71	2.74	0.97	0.13	78.26	3.52	1.54	137.16
Disposals	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	-	301.20	179.24	40.25	20.71	3.61	763.27	44.55	24.99	1,377.82
Net carrying amount	130.06	333.20	267.40	8.46	2.36	0.37	331.71	10.77	2.34	1,086.67

12 Non Current Investments	March 31, 2022	(INR in Lacs) March 31, 2021
(a) <u>Investment in Equity Instruments</u>		
In Equity shares of Union Bank of India Limited [200 equity shares (200 equity shares - 31.03.2021) of Rs 16 each]	0.03	0.03
(b) <u>Investment in Mutual funds</u>		
In Union Balanced Advantage Fund [138,682.386 units (NIL units as on 31.03.2021) of Rs. 10 each]	20.00	—
In Union Hybrid Equity Fund [4,97,973.11 units (NIL units as on 31.03.2021) of Rs. 10 each]	—	50.00
(c) <u>Other Non current Investments</u>		
Recurring Deposit with Bank	—	5.04
	20.03	55.08
<i>Aggregate amount of quoted investments</i>	20.03	50.03
<i>Aggregate market value of quoted investments</i>	20.75	50.66
A charge has been created over investment in Union Hybrid Equity Fund of Rs. NIL (March 31, 2021: 50,00,000) towards various bank performance and advance guarantees		
13 Long Term Loans and Advances		
(a) Advance given	—	5.66
(b) Advance Income Tax (Net of Provisions Rs. 2.46 lacs) (As at March 31, 2021 Rs. NIL)	66.09	64.09
(c) MAT Credit Entitlement	—	11.26
	66.09	81.02
14 Other Non-Current Assets		
(a) Security Deposits	39.26	38.18
	39.26	38.18
15 Inventories		
(a) Raw Materials	384.60	487.50
(b) Semi Finished goods	272.71	507.15
(c) Work In Progress	952.83	645.25
	1,610.15	1,639.90
16 Trade Receivables		
<u>Trade Receivables Considered Good - Unsecured</u>		
(a) Outstanding for a period exceeding six months	585.66	540.00
(b) Outstanding for a period less than six months	727.53	386.71
	1,313.18	926.71
17 Cash and Cash Equivalents		
(a) Cash on hand	0.16	0.22
(b) Balances with Banks		
- In Current Accounts	215.31	351.57
- In Deposit Accounts	367.83	292.62
	583.30	644.40
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is Rs. 215.47 lacs (As at March 31, 2021 Rs. 351.78 lacs)A charge has been created over the deposits of Rs. 309.91 lacs (March 31, 2021: Rs. 292.62 lacs) towards various bank performance and advance gurantees.		
18 Short Term Loans and Advances		
(a) Advance for Expenses	52.24	22.97
(b) Loans and Advances to Employees	2.05	2.44
(d) Prepaid Expenses	11.19	11.59
(e) Balance with Government Authorities	56.93	156.40
	122.41	193.40

		(INR in Lacs)	
		As at 31-Mar-2022	As at 31-Mar-2021
19	Revenue from Operations		
	Sale of Products	1,596.37	915.05
	Sale of Services	1,487.73	1,129.85
		3,084.09	2,044.90
20	Other Income		
	Interest Income on		
	- Bank Deposits	17.36	13.73
	- Other Interests	4.08	3.93
	Rental Income	61.31	56.84
	Insurance Claim Received	-	8.77
	VAT Refund	1.92	-
	Foreign Exchange Fluctuation Gain	0.52	-
	Subsidy Received	58.96	40.45
	Net gain on sale of Non-current Investments	1.54	15.92
		145.69	139.64
21	Cost of Materials Consumed		
	Opening Stock of Raw Materials	487.50	446.12
	Add: Purchases		
	- Raw Materials	1,487.34	1,180.02
	- Sub Contracts	582.94	476.70
		2,557.78	2,102.84
	Less: Closing Stock of Raw Materials	(384.60)	(487.50)
		2,173.18	1,615.34
22	Changes in Inventories of Work in Progress and Semi Finished Goods		
	Inventory at end of the period		
	- Semi-Finished goods	272.71	507.15
	- Work in progress	952.83	645.25
		1,225.54	1,152.40
	Inventory at beginning of the period		
	- Semi-Finished goods	507.15	341.41
	- Work in progress	645.25	583.25
		1,152.40	924.66
		(73.15)	(227.74)
23	Employee Benefit Expense		
	Salary and Wages, Bonus etc.	367.46	278.43
	Contribution to provident fund and other funds	34.16	33.15
	Workmen and Staff Welfare Expenses	31.25	19.50
		432.87	331.08
24	Finance Costs		
	Interest Expense on		
	- On Borrowings	111.14	142.96
	- On Others (including interest on taxes)	5.52	2.54
	Other Borrowing Costs	20.45	27.04
		137.11	172.55
25	Other Expenses		
	Advertisement Expenses	1.47	1.04
	Bank Charges	0.08	0.12
	Commission Expenses	7.98	12.57
	Coolie and Cartage	41.03	19.49
	Communication Expenses	3.03	3.02
	Insurance Expenses	14.45	11.13
	Legal and Professional Fees	25.80	18.69
	Listing and other fees	0.80	2.16
	Membership & Subscription Charges	0.21	0.24
	Miscellaneous expenses	4.84	3.55
	Motor Car Expenses	13.18	9.82

	As at 31-Mar-2022	(INR in Lacs) As at 31-Mar-2021
Net loss on foreign currency transactions	—	1.17
Net loss on sale of Fixed Assets	5.21	—
Other Manufacturing and Operating Expenses	36.85	12.54
<u>Payment to Auditors</u>		
- As Statutory Auditors	6.50	6.50
Postage & Courier Expenses	1.30	0.53
Power and Fuel	30.15	18.79
Printing & Stationery Expenses	5.67	3.51
Rates and Taxes	14.25	14.69
Rents	31.59	32.04
Repairs and Maintena	38.65	30.02
Security Charges	7.21	4.28
Sundry Balances Written off	(0.89)	5.01
Transportation, Freight, Loading and Unloading Expenses	56.35	32.63
Travelling and Conveyance Expenses	24.65	11.32
	370	255
26 Earnings Per Equity Share		
<u>Basic/Diluted Earnings Per Share</u>		
Profit/ (loss) attributable to Equity Shareholders (in lacs)	68.18	(93.42)
Weighted Average number of equity shares (in lacs)	68.12	68.12
Basic Earnings per share in Rs. In lacs	1.00	(1.37)
Face Value per share in Rs.	10	10

As per our report of even date

FOR C B MEHTA & ASSOCIATES

Chartered Accountants

FRN 124978W

C. B. MEHTA

Proprietor

MRN - 116543

Place : Mumbai

Date: May 18, 2022

UDIN: 22116543AJDXUQ3267

R. C VISHWAKARMA

Managing Director

M. C. VISHWAKARMA

WTD & CFO

FOR & ON BEHALF OF THE BOARD

N. C VISHWAKARMA

Director & CEO

DHARA P. SHAH

Company Secretary



OMFURN INDIA LIMITED

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