

2nd September, 2023

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 26th 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 2022-23, which is being sent to the shareholders of the Company.

The Annual General Meeting of the Members of Company will be held on Tuesday, 26th September, 2023 at 11.00 a.m. at the Registered Office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai-400101.

The Notice of the AGM along with the Annual Report for the financial year 2022-23 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

26TH

ANNUAL REPORT 2022-2023



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 & CEO
MR. JAYSHANKAR A CHANDIRA	DIRECTOR (RESIGNED W.E.F 28.02.2023)
MR. PARAG S EDWANKAR	INDEPENDENT DIRECTOR
MR. PRASAD N CHIRRAVURI	INDEPENDENT DIRECTOR
MR. SUDHIR J SHAH	INDEPENDENT DIRECTOR
MS. GEETA SHETTY	INDEPENDENT DIRECTOR
MR. PRASHANT R VISHWAKARMA	ADDITIONAL DIRECTOR (W.E.F 15.07.2023)
MR. PARMANAND M VISHWAKARMA	ADDITIONAL DIRECTOR (W.E.F 15.07.2023)
MR. MADHAV DESHPANDE	ADDITIONAL DIRECTOR (W.E.F 15.07.2023)

CHIEF FINANCIAL OFFICER**REGISTERED OFFICE:**

MR. MAHENDRA C VISHWAKARMA

109, GUNDECHA INDUSTRIAL COMPLEX, AKURLI ROAD,
KANDIVALI EAST, MUMBAI - 400101, MAHARASHTRA**COMPANY SECRETARY****MANUFACTURING SITE:**

MS. DHARA P SHAH

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

M/S C B. MEHTA & ASSOCIATES

BIGSHARE SERVICES PRIVATE LIMITED,
ADDRESS : S6-2, 6TH FLOOR, PINNACLE BUSINESS PARK,
NEXT TO AHURA CENTRE, MAHAKALI CAVES ROAD,
ANDHERI EAST, MUMBAI – 400059, MAHARASHTRA
PHONE: 022 – 62638200**BANKER**

UNION BANK OF INDIA

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CHAIRMAN'S SPEECH

Dear Stakeholders,

I welcome you all at the 26th Annual General Meeting of Omfurn India Limited. The performance of the Company for the Financial Year 2022-23 has increased tremendously and has enabled the improved execution of our strategy and drive sustainable profitable growth over the long term.

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 and consistently improve quality and standards for betterment of our customers. The Company has acquired new and latest machines Beam Saw SK370 and Edgebander Jade 340 for modular furniture section and Leader Mac 6 spindle moulder for door frame section to increase the production capacity and to the improve quality. The Company is promoting a new product in Doors where the door frames are manufactured with the help of Engineered Wood i.e. LVL. These LVL are manufactured from woods sourced from farming of Popular and Eucalyptus trees. Here there is no need to obtain woods from forest and this product is eco-friendly. Since these woods are locally produced in India there is no need for the Company to import.



In the recent Board Meeting held, the Board has proposed to issue bonus shares in the ratio of 1 new equity share for every 5 existing shares of the Company. Further, the Board has also proposed to raise funds by way of a Further Public Offering (FPO) through a fresh issue of Equity Shares of the Company aggregating up to Rs. 35 Crore, subject to approval of our esteemed shareholders..

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 26th Annual General Meeting ("AGM") of the members of Omfurn India Limited (the "Company") will be held on Tuesday, September 26, 2023 at 11.00 a.m. at the Registered office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai-400101 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with the Reports of the Directors' and Auditors' thereon.**
2. **To appoint a Director in place of Mr. Mahendra C Vishwakarma (DIN: 00096586), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **To appoint Mr. Prashant R Vishwakarma (DIN:10228817) as a Director designated as Whole Time Director of the Company for a period of 5 years commencing from July 15, 2023 to July 14, 2028.**

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

"RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 198, and 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 as per the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association and on recommendation of Nomination and Remuneration Committee, Board of the Directors and consent of the members of the Company be and is hereby accorded for the appointment and remuneration of Mr. Prashant R Vishwakarma (DIN: 10228817), who was appointed as an Additional Director in the capacity of Whole Time Director with effect from July 15, 2023, under Section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director designated as Whole Time Director of the Company for a period of 5 (five) consecutive years commencing from July 15, 2023 up to July 14, 2028 (both days inclusive) liable to retire by rotation as per the terms and conditions as set out as per the proposed Agreement to be entered, with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) alter and vary the said terms and conditions of appointment and / or remuneration or any statutory modification(s) or re-enactment thereof.

"RESOLVED FURTHER THAT the Remuneration, perquisites, benefits, incentives, increments, performance bonus and such other amounts as may be payable to Mr. Prashant R Vishwakarma shall be as recommended by the Nomination & Remuneration Committee and as approved by the Board and that the remuneration shall not exceed 5% of the net profit payable to Mr. Prashant R Vishwakarma.

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

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

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Prashant R. Vishwakarma, the Company shall pay to Mr. Prashant R Vishwakarma, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT anyone Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

4. To appoint Mr. Parmanand M Vishwakarma (DIN:10227573) as a Director designated as Whole Time Director of the Company for a period of 5 years commencing from July 15, 2023 to July 14, 2028.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 196, 197, 198, and 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 as per the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association and on recommendation of Nomination and Remuneration Committee, Board of Directors, consent of the members at the of the Company be and is hereby accorded for the appointment and remuneration of Mr. Parmanand M Vishwakarma (DIN:10227573), who was appointed as an Additional Director in the capacity of Whole Time Director with effect from July 15, 2023, under Section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director designated as Whole Time Director of the Company for a period of 5 (five) consecutive years commencing from July 15, 2023 up to July 14, 2028 (both days inclusive) liable to retire by rotation as per the terms and conditions as set out as per the proposed Agreement to be entered, with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the said terms and conditions of appointment and / or remuneration or any statutory modification(s) or re-enactment thereof.

“**RESOLVED FURTHER THAT** the Remuneration, perquisites, benefits, incentives, increments, performance bonus and such other amounts as may be payable to Mr. Parmanand M Vishwakarma shall be as recommended by the Nomination & Remuneration Committee and as approved by the Board and that the remuneration shall not exceed 5% of the net profit payable to Mr. Parmanand M Vishwakarma.

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

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

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the of term of Mr. Parmanand M. Vishwakarma, the Company shall pay to Mr. Parmanand M Vishwakarma, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT anyone Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

5. To appoint Mr. Madhav Deshpande (DIN:01537794) as Non-Executive Independent Director of the Company for a period of 5 years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder, and Regulations 16, 17(6)(a), 25(2A) and other relevant applicable

Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mr. Madhav Deshpande (DIN:01537794), who was appointed as an Additional Director in the capacity of Independent Director with effect from July 15, 2023, under Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Regulations and who holds office as such up to the date of this Annual General Meeting and in respect of whom, the Company has received in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years with effect from July 15, 2023 to July 14, 2028 (both days inclusive), not liable to retire by rotation, on such terms and conditions as detailed in the Explanatory Statement hereto and as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution."

6. To increase the Authorised Share Capital of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lakh) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 25,00,000 (Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any Director and /or the Company Secretary of the Company be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.

7. Alteration in the Capital Clause of Memorandum of Association.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the members of the Company, be and is hereby accorded for substituting Clause 5 of the Memorandum of Association of the Company with the following clause:

5th, The Authorised Share Capital of the Company is Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakh) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as maybe required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

8. Issue/Allotment of Bonus Shares by capitalization of Reserves / Securities Premium Account.

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

"RESOLVED THAT in pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time and Articles of Association, consent of the Board of Directors and such other approvals, consents, permissions, sanctions as may be considered necessary from appropriate authorities, consent of the members of the Company be and is hereby accorded to capitalize the sum not exceeding Rs.1,36,24,000/- (Rupees One Crore Thirty Six Lakh Twenty Four Thousand) as may be determined to be required by the Board, from and out of the amount standing to the credit of Securities Premium/ Surplus in the Statement of Profit & Loss Account as at March 31, 2023, be capitalized and transferred to Share Capital Account and that such sum shall be applied for allotment of 13,62,400 (Thirteen Lakh Sixty Two thousand and Four Hundred) New Equity Shares of the Company of Rs. 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of Rs. 10/- (Rupees Ten) each of the Company, in the proportion of 1 (One) new Equity Share for every 5 (Five) existing Equity Shares held by such persons, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such Member, and not as income.

RESOLVED FURTHER THAT the New Equity Shares of Rs. 10/- (Rupees Ten) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders, within the period prescribed as permitted under Act and the rules made thereunder.

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding."

9. Further Public Offering of Equity Shares of The Company.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 23 and any other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the "**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India ("**GOI**"), the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India ("**SEBI**") and the Reserve Bank of India ("**RBI**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement entered into between the Company and of National Stock Exchange of India Limited ("**NSE**" the "**Stock Exchange**"), the stock exchange in India where the equity shares of face value of Rs.10/- of the Company ("**Equity Shares**") are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the GOI, the Registrar of Companies, Mumbai ("**ROC**"), SEBI, Stock Exchange, RBI, and all other appropriate governmental, statutory and regulatory authorities in India (the "**Regulatory Authorities**") and

subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot/ transfer such number of Equity Shares by way of a fresh issue of Equity Shares (the “**Offer**”), for cash, either fully or partly paid, wherein calls are made in one of more tranches, either at par or premium or discount such that the amount being raised in one or more tranches including pursuant to the Offer aggregates up to Rs. 35.00 crore, (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange), and to offer and allot in the Offer such number of Equity Shares, including the allotment of Equity Shares to the stabilising agent pursuant to a green shoe option and/or any other person pursuant to any placement of Equity shares prior to the Offer, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the Book Running Lead Managers appointed for the Offer (“**BRLM**”), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors other than individuals, corporate bodies and family offices, registered alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds registered with the SEBI, systemically important non-banking finance companies, trusts / societies registered under the Societies Registration Act, 1860, as amended, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders eligible to invest in equity shares and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof, through an offer document, offering circular, prospectus and/or an information memorandum, if any, in one or more tranches in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.”

“**RESOLVED FURTHER THAT**, the Board may invite the existing shareholders of the Company to participate in the Offer by undertaking an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the receipt of consent of SEBI, GOI, RBI, ROC, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, which may be agreed to by the Board, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at par or at such premium or discount per Equity Share as allowed under the Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the offer price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions

or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“RESOLVED FURTHER THAT, the Equity Shares allotted and/or transferred pursuant to the Offer shall be listed on the Stock Exchange.”

“RESOLVED FURTHER THAT, the Equity Shares so allotted and transferred under the Offer (including any reservation or green shoe option) shall rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend from the date of allotment, subject to the provisions of the memorandum of association and the articles of association of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board either by itself or a committee constituted by the Board, including the FPO Committee, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allocated or allotted or transferred, the number of Equity Shares to be allotted and transferred in each tranche, issue period, offer price, manner and amount of calls, premium amount, Reservation, Discount (as allowed under Applicable Laws), listing on Stock Exchange as the Board or such sub-committee in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer, including appointment of the intermediaries, opening escrow account, monitoring agency, finalising the basis of allotment of the Equity Shares and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, sponsor bank, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares and utilization of the Offer proceeds, if applicable, and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute on its behalf.”

“RESOLVED FURTHER THAT, subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/ such other persons or otherwise.”

“RESOLVED FURTHER THAT, in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“RESOLVED FURTHER THAT in relation to the Offer, the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- a. To make applications to the Government of India, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), or to any other statutory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- b. To finalise, approve and file the red herring prospectus and prospectus with the Registrar of Companies, Mumbai (the “ROC”), and submit the same to the SEBI and NSE and other regulatory authorities and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same,

or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Offer as finalised by the Company, and take all such actions in consultation with the book running lead managers appointed for the Offer (the “BRLM”) as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/corrections/modifications as may be required by the SEBI, the ROC, the Stock Exchange or any other relevant governmental and statutory authorities or otherwise under applicable laws;

- c. To decide in consultation with the BRLM the final offer size, issue period, the timing, discount, reservations, pricing, allocation, finalization of basis of allotment and all the terms and conditions of the Offer, including the price band (including issue price for anchor investors), Offer price, Offer size and to accept any amendments, modifications, variations or alterations thereto;
- d. To appoint and enter into and terminate arrangements with the BRLM, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, registrars, escrow collection bankers to the Offer, refund bankers to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditor, advisors, advertising agency, and any other agencies or persons or intermediaries to the Offer, including any successors or replacements thereof, and to negotiate and finalise and amend the terms of their appointment;
- e. To approve the relevant restated financial statements to be issued in connection with the Offer;
- f. To authorise the maintenance of the register of holders of the Equity Shares;
- g. To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the red herring prospectus and prospectus, BRLM’ mandate or fee/ engagement letter, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency and all other documents, deeds, agreements and instruments and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents or any amendments thereto as may be required or desirable in relation to the Offer;
- h. To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- i. To open and operate bank accounts, share/securities accounts, escrow or custodian accounts in India or abroad, in Rupees or any other currency, in accordance with the terms of any agreement entered into in this respect and subject to applicable laws;
- j. To seek, if required, the consent and/or waivers of the lenders to the Company and/or lenders to the subsidiary (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, and any other consents and/or waivers that may be required in relation to the Offer;
- k. To submit undertakings/certificates or provide clarifications to the RoC, SEBI and the Stock Exchange;
- l. To authorise and approve the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- m. To accept and appropriate the proceeds of the Offer in accordance with the applicable law;
- n. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investors offer price), total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the red herring prospectus and the prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- o. To decide, in consultation with the BRLM all other terms and conditions of the Offer, including any amendments thereto as permitted under applicable law;
- p. To issue allotment letters/confirmation of allotment notes, with such features and attributes as may be required, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

- q. To decide and make calls on Equity Shares issued in the Offer including terms and conditions of the Offer, in accordance with the terms and conditions of the Memorandum of Association and Articles of Association of the Company and applicable law;
- r. To authorise and approve notices, advertisements in relation to the Offer in accordance with applicable law and in consultation with the relevant intermediaries appointed for the Offer;
- s. To do all such acts, deeds, matters and things and execute all such other documents, instructions etc., as deemed necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot/transfer the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- t. To withdraw the red herring prospectus and the Offer at any stage, if deemed necessary, in accordance with applicable laws and in consultation with the BRLM;
- u. To do all such deeds and acts as may be required to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the afore-said documents;
- v. To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) as the case may be, in relation to the Offer;
- w. To make applications for listing of the Equity Shares on the Stock Exchange and to execute and to deliver or arrange the delivery of necessary documentation to the concerned Stock Exchange;
- x. To give directions or instructions and take action in relation to handling and managing investor grievances in relation to the Offer pursuant to allotment in the Offer;
- y. To authorise any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares;
- z. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;
- aa. To take all other actions as may be necessary in connection with the Offer; and
- bb. To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the FPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the FPO Committee shall be conclusive evidence of the authority of the FPO Committee in so doing.
- cc. To adopt and approve financial statements prepared in context of the Offer, if any"

"RESOLVED FURTHER THAT, any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

10. Revision in remuneration payable to Mr. Rajendra C Vishwakarma (DIN:00091492), Chairman and Managing Director.

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

RESOLVED THAT in supersession of the earlier resolution passed at the extra-ordinary general meeting of the Company held on June 24, 2022 and pursuant to the provisions of Sections 196, 197, 198, and 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 as per the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to

the provisions of the Articles of Association and on recommendation of Nomination and Remuneration Committee in their meeting held on August 22, 2023 and as approved by the Board of Directors at their meeting held on August 22, 2023 and subject to any other approval as may be required, consent of the members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Rajendra C Vishwakarma (DIN:00091492), as a Chairman and Managing Director of the Company and that he be paid a remuneration of Rs. 25,00,000/- (Rupees Twenty Five Lakh) per annum as recommended by the Nomination and Remuneration Committee and as approved by the Board and as may be permitted under the applicable law, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as per the draft Agreement, with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajendra C Vishwakarma and as may be permissible under the applicable laws, without further reference to the Members of the Company:

“RESOLVED FURTHER THAT the Remuneration, perquisites, benefits, incentives, increments, performance bonus and such other amounts as may be payable to Mr. Rajendra C Vishwakarma shall be as recommended by the Nomination & Remuneration Committee and as approved by the Board and that the remuneration shall not exceed 5% of the net profit payable to Mr. Rajendra C Vishwakarma.

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

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

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Rajendra C Vishwakarma, the Company shall pay to Mr. Rajendra C Vishwakarma, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT anyone Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

11. Revision in remuneration payable to Mr. Mahendra C Vishwakarma (DIN:00096586), Whole Time Director and Chief Financial Officer (CFO).

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

RESOLVED THAT in supersession of the earlier resolution passed at the extra-ordinary general meeting of the Company held on June 24, 2022 and pursuant to the provisions of Sections 196, 197, 198, and 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 as per the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association and on recommendation of Nomination and Remuneration Committee in their meeting held on August 22, 2023 and as approved by the Board of Directors at their meeting held on August 22, 2023 and subject to any other approval as may be required, consent of the members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Mahendra C Vishwakarma (DIN:00096586), as a Whole Time Director and Chief Financial Officer of the Company and that he be paid a remuneration of Rs. 25,00,000/- (Rupees Twenty Five Lakh) per annum and as may be permitted under the applicable law, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as per the draft Agreement, with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Mahendra C Vishwakarma and as may be permissible under the applicable laws, without further reference to the Members of the Company:

“RESOLVED FURTHER THAT the Remuneration, perquisites, benefits, incentives, increments, performance bonus and such other amounts as may be payable to Mr. Mahendra C Vishwakarma shall be as recommended by the Nomination & Remuneration Committee and as approved by the Board and that the remuneration shall not exceed 5% of the net profit payable to Mr. Mahendra C Vishwakarma.

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

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

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Mahendra C Vishwakarma, the Company shall pay to Mr. Mahendra C Vishwakarma, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT anyone Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

12. Revision in remuneration payable to Mr. Narendra C Vishwakarma (DIN:00103447), Executive Director and Chief Executive Officer (CEO).

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

RESOLVED THAT in supersession of the earlier resolution passed at the extra-ordinary general meeting of the Company held on June 24, 2022 and pursuant to the provisions of Sections 196, 197, 198, and 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 as per the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association and on recommendation of Nomination and Remuneration Committee in their meeting held on August 22, 2023 and as approved by the Board of Directors of the Company at their meeting held on August 22, 2023 and subject to any other approval as may be required, consent of the members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Narendra C Vishwakarma (DIN:00103447), as an Executive Director and Chief Executive Officer of the Company shall be Rs. 30,00,000/- (Rupees Thirty Lakh) per annum and as may be permitted under the applicable law, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as per the draft Agreement, with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Narendra C Vishwakarma and as may be permissible under the applicable laws, without further reference to the Members of the Company.

“RESOLVED FURTHER THAT the Remuneration, perquisites, benefits, incentives, increments, performance bonus and such other amounts as may be payable to Mr. Narendra C Vishwakarma shall be as recommended by the Nomination & Remuneration Committee and as approved by the Board and that the remuneration shall not exceed 5% of the net profit payable to Mr. Narendra C Vishwakarma.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Narendra C

Vishwakarma in the light of further progress of the Company, which shall be in accordance with the prescribed provisions of the Act, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and to take all such steps as may be required in this connection including seeking necessary approvals, if any, to give effect to this resolution.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Narendra C Vishwakarma, the Company shall pay to Mr. Narendra C Vishwakarma, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT anyone Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

By Order of the Board of Directors
Omfurn India Limited

Dhara Pratik Shah
Company Secretary

Place: Mumbai
Date: August 22, 2023

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of Item No. 3 to 12 of the accompanying notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the AGM.
5. During the period beginning 24 hours before the time fixed for commencement of the AGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members, Proxies and Authorized Representatives are requested to bring to the AGM, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No., along with their copy of the Annual Report at the time of attending the Meeting.
7. In case of joint holders attending the AGM, the joint holder who is highest in the order of names will be entitled to vote at the AGM.
8. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except Saturdays and Sundays up to the date of this AGM of the Company.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 26th AGM, i.e. September 26, 2023. Members seeking to inspect such documents can send an email to omfurn@omfurnindia.com
10. The Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2023 to Tuesday, September 26, 2023 (both days inclusive) in connection with the AGM.
11. The members are requested to notify change of address, E-mail id's, if any, and to make all correspondence in connection with shares held by them to the Company or to the Company's Registrar and Transfer Agent viz. Bigshare Services Private Limited, having its office at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai 400093, Maharashtra quoting their Folio number or their Client ID number with DPID number, as the case may be.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
13. Details pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standards-2 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
14. In compliance with the aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website, website of SME Emerge Platform of National Stock Exchange of India and on the website of National Securities Depository Limited (NSDL).
15. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of Tuesday, September 19, 2023.
16. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or remote E-voting. If Members opt for remote E-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote E-voting prior to the date of the meeting can attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
17. A route map showing directions to the venue of the 26th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
18. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.omfurnindia.com.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
20. For receiving all communication (including Annual Report) from the Company, members are requested to register/ update their email addresses with the relevant Depository participant.
21. The instructions for members for remote e-voting are as under:-

The remote e-voting period begins on Saturday September 23, 2023 at 09:00 A.M. and ends on Monday, September 25, 2023 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. Tuesday, September 19, 2023 may cast their vote electronically. The voting right of shareholders

shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2023.

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




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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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. 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. [How to Log-in to NSDL e-Voting website?](#)

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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:**
- 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.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acs.pmehta@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 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 022 - 4886 7000 and 022 - 2499 7000 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 shareholders/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.
22. Members who would like to express their views/have questions during the AGM may register themselves as speaker by sending their questions atleast 10 days in advance from their registered email address mentioning their name, demat account number/folio number, PAN, email id, mobile number at 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.
 23. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two working days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by the Chairman in writing, who shall declare the result of the voting forthwith.
 24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.omfurnindia.com and on the website of NSDL within two working days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to SME Emerge Platform of National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
Omfurn India Limited

Dhara Pratik Shah
Company Secretary

Place: Mumbai
Date: August 22, 2023

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

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

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

Name of Director	Mr. Mahendra C Vishwakarma
Director Identification Number(DIN)	00096586
Date of birth	28 th April, 1965
Nationality	Indian
Date of Appointment on Board	13 th November, 1997
Relationships between Directors Inter-se	Mr. Rajendra Vishwakarma and Mr. Narendra Vishwakarma are related as brothers
Area of Experience	Business experience in Banking & Finance as well as administration
Shareholding in Omfurn India Limited	14,00,000 equity shares
List of Directorships held in other Companies(excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

ANNEXURE TO ITEM NO. 3, 4, & 5 OF THE NOTICE

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

Name of Director	Mr. Prashant R Vishwakarma	Mr. Parmanand M Vishwakarma	Mr. Madhav Deshpande
Director Identification Number (DIN)	10228817	10227573	01537794
Date of birth	28 th February, 1994	4 th August, 1992	17 th October, 1960
Nationality	Indian	Indian	Indian
Date of Appointment on Board	15 th July, 2023	15 th July, 2023	15 th July, 2023
Relationships between Directors Inter-se	Son of Mr. Rajendra Vishwakarma, Managing Director	Son of Mr. Mahendra C Vishwakarma, Whole Time Director and CFO	Not Applicable
Area of Experience	With his extensive knowledge in Operations Management, he has been looking after the Manufacturing Unit and coordinating with the Project Execution Department to maintain a steady supply of Products without causing a delay in Project completion from Head Office in Mumbai. He also handles business development.	Project execution and interior projects involving Mechanical, Electrical & Plumping (MEP). With his dedication and expertise, leads the design department and spearheads a new vertical, specializing in Kitchen, Wardrobe, and Vanity solutions.	He has close to four decades of experience in Policy formulation, Planning, Design, Construction, Maintenance and Management of infra projects.
Shareholding in Omfurn India Limited	NIL	NIL	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL	NIL

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

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

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

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

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

I. GENERAL INFORMATION**a. Nature of Industry:**

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

b. Date or expected date of commencement of commercial production

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

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

Not Applicable.

d. Financial Performance:

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

Particulars	March 31, 2023 (Rs.)	March 31, 2022 (Rs.)	March 31, 2021 (Rs.)
Revenue from Operation	70,23,39,776	30,84,09,456	20,44,90,104
Other Income	84,70,177	1,45,69,489	1,39,64,173
Total Income	71,08,09,953	32,29,78,945	21,84,54,277
Profit/(Loss) Before Tax	4,86,73,511	75,17,279	-98,70,497
Profit/(Loss) After Tax	3,90,58,655	68,17,774	-93,42,030

e. Foreign Investment or Collaborations, if any

There are no foreign investments or collaborations.

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

Mr. Prashant Vishwakarma, aged 29, graduated in Mechanical Engineering from Mumbai University in the year 2016 and during his studies, he was a Production Intern at the Bus Manufacturing Facility of Maharashtra State Road Transport Corporation (MSRTC) in Pune. He also pursued his MS in Industrial Engineering at

New York University in the year 2019. On completing the course he returned to India and joined OMFURN INDIA LIMITED as an Industrial Engineer at the Manufacturing unit in Umbergaon. With his extensive knowledge in Operations Management, he has been looking after the Manufacturing Unit and coordinating with the Project Execution Department to maintain a steady supply of Products without causing a delay in Project completion from Head Office in Mumbai. Currently, he is also handling the Business Development of the company to drive growth ahead.

b. Past remuneration

During Financial year 2022-23, he had received a remuneration of Rs. 10,80,000/- (Rupees Ten Lakh Eighty Thousand Only) per annum in the capacity of Vice-President Factory Operations and Business Development.

c. Recognition or awards

Not Applicable.

d. Job profile and his suitability:

With his extensive knowledge in Operations Management, he has been looking after the Manufacturing Unit and coordinating with the Project Execution Department to maintain a steady supply of Products without causing a delay in Project completion from Head Office in Mumbai. Currently, he is also handling the Business Development of the company to drive growth ahead.

- II. Remuneration Proposed:** The remuneration proposed to be paid to Mr. Prashant R Vishwakarma shall be Rs. 15,60,000/- (Rupees Fifteen Lakh Sixty Thousand only) per annum and shall not exceed 5% of the net profits of the Company in any financial year and perquisites, allowances, benefits and amenities as mentioned in the above resolution and as permitted under the act and rules.

III. 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. Prashant R Vishwakarma is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

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

Mr. Prashant R Vishwakarma does not have any pecuniary relationship directly or indirectly with the Company, except for remuneration. He does not hold any equity shares of the Company.

V. OTHER INFORMATION:

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

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

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

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

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

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

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

Item No. 4

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

The Company has, inter alia, received an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Parmanand M Vishwakarma to the effect that he is not disqualified

in accordance with Section 164(2) of the Act and a declaration that he is not debarred or restrained from acting as a director by any SEBI order or by any other such authority.

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

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

I. GENERAL INFORMATION

a. Nature of Industry:

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

b. Date or expected date of commencement of commercial production

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

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

Not Applicable.

d. Financial Performance:

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

Particulars	March 31, 2023(Rs.)	March 31, 2022(Rs.)	March 31, 2021(Rs.)
Revenue from Operation	70,23,39,776	30,84,09,456	20,44,90,104
Other Income	84,70,177	1,45,69,489	1,39,64,173
Total Income	71,08,09,953	32,29,78,945	21,84,54,277
Profit/(Loss) Before Tax	4,86,73,511	75,17,279	-98,70,497
Profit/(Loss) After Tax	3,90,58,655	68,17,774	-93,42,030

e. Foreign Investments or Collaborations, if any

There are no foreign investments or collaborations.

II. Information about the appointee:

a. Background details

Ar. Parmanand Vishwakarma, aged 31 is a graduate from LS Raheja School of Architecture, Mumbai in the year 2018. Starting his career as a design intern at L&T Reality's head office in Powai, Mumbai, he embarked on his professional journey. Post-graduation, he joined Omfurn India as an architect, initially focusing on project execution and interior projects involving Mechanical, Electrical & Plumbing (MEP). With his dedication and expertise, he now leads the design department and spearheads a new vertical, specializing in Kitchen, Wardrobe, and Vanity solutions. His visionary approach and attention to detail ensures the creation of functional and aesthetically pleasing spaces.

b. Past remuneration

During Financial year 2022-23, he had received a remuneration of Rs. 10,80,000/- (Rupees Ten Lakh Eighty Thousand Only) per annum in the capacity of Vice-President Design Development and Project Operations.

c. Recognition or awards

Not Applicable.

d. Job profile and his suitability:

Project execution and interior projects involving Mechanical, Electrical & Plumbing (MEP). With his dedication and expertise, he now leads the design department and spearheads a new vertical, specializing in Kitchen, Wardrobe, and Vanity solutions. His visionary approach and attention to detail ensures the creation of functional and aesthetically pleasing spaces.

VI. Remuneration Proposed: The remuneration proposed to be paid to Mr. Parmanand M Vishwakarma shall be Rs. 15,60,000/- (Rupees Fifteen Lakh Sixty Thousand only) per annum and shall not exceed 5% of the net profits of the Company in any financial year perquisites, allowances, benefits and amenities in the above resolution and as permitted under the act and rules.

III. 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. Parmanand M Vishwakarma is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

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

Mr. Parmanand M Vishwakarma does not have any pecuniary relationship directly or indirectly with the Company, except for remuneration. He does not hold any equity shares of the Company.

V. OTHER INFORMATION:

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

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

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

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

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

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

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

Item No. 5

The Board of Directors of the Company ('the Board') at its meeting held on Saturday, July 15, 2023, based on the recommendation of the Nomination and Remuneration Committee of the Board and pursuant to the provisions of the Companies Act, 2013 ('the Act') and Articles of Association ('AoA') of the Company, recommends for the approval of the Members, the appointment of Mr. Madhav Deshpande as an Independent Director of the Company for a term commencing from July 15, 2023, up to July 14, 2028 (both days inclusive). The Company has pursuant to Section 160(1) of the Act, received a Notice from a Member in writing proposing his candidature for the appointment. If appointed, Mr. Madhav Deshpande will act as a Non-Executive and Independent Director, not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires the approval of the Members of the Company. However, in terms of the Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, a listed entity shall ensure that the approval of Members for the appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is sought to comply with the SEBI Listing Regulations.

Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity, shall require the approval of Members by way of a Special Resolution. According to the SEBI Listing Regulations (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022, effective November 14, 2022, if the Special Resolution for the appointment of Independent Director fails to get the requisite majority of votes; but the votes cast in favour of the resolution exceeds the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the appointment of such an Independent Director of the Company shall be deemed to have been made under Regulation 25(2A) of the SEBI Listing Regulations.

Mr. Madhav Deshpande has given his consent to act as a Director of the Company pursuant to Section 152 of the Act. He has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. Mr. Madhav Deshpande has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Act or pursuant to any Order issued by SEBI. Mr. Madhav Deshpande has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and in terms of Regulation 17(1C) of the SEBI Listing Regulations and other applicable provisions, the appointment of Mr. Madhav Deshpande as an Independent Director is being placed for the approval of the Members within the stipulated time frame.

In the opinion of the Board of Directors, Mr. Madhav Deshpande possesses integrity, expertise, and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is independent of the management of the Company. Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Madhav Deshpande has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs. A brief profile of Mr. Madhav Deshpande, the nature of his expertise in specific functional areas, disclosure of relationships between directors *inter-se*, names of Companies in which he holds Directorship, Committee Memberships / Chairmanships, shareholding in the Company etc., in terms of Regulation 36(3) of the SEBI Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

A brief profile of Mr. Madhav Deshpande is as under:

Mr. Madhav Deshpande after graduating as a Civil Engineer, from Shri Govindram Sakseria Institute of Technology & Science (SGSITS) Indore, Madhya Pradesh in 1982, started his career with an infrastructure company in Nagpur overlooking infra projects for dams, spinning mills. In 1986 he joined Larsen & Toubro as a Senior Engineer Planning. He superannuated in July 2020 at the level of Vice President and Project Director for Chhatrapati Shivaji Maharaj memorial project to be built on a manmade island of rocks located in Arabian Sea, near the coast of Mumbai, Maharashtra.

During his successful and thriving career spanning across 38 years, he has served as various key positions nationally and internationally which includes Country Manager Vietnam, Country Manager Nepal, and Cluster Project Manager Mumbai. He has worked into infra projects for Cement Plant, Fertilizer Plant, Steel Plant and Hydropower Plant.

Mr. Madhav Deshpande was awarded BC Trophy - Excellence in Built Environment for the year 2014-15 from Honble Minister Mr. Vainkaya Naydu - Urban Development GOI for L&T's Pragati Tower G+23 floor Total Precast building, first of its kind project in Asia.

He has close to four decades of experience in Policy formulation, Planning, Design, Construction, Maintenance and Management of infra projects.

Mr. Madhav Deshpande would be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof.

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

Accordingly, the Board recommends the appointment of Mr. Madhav Deshpande as an Independent Director for passing by the Members of the Company as a Special Resolution.

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

Item No. 6, 7 & 8

The equity shares of the Company are listed and are actively traded on SME platform of National Stock Exchange of India Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board in its Meeting held on August 22, 2023, recommended an issue of Bonus Shares in the proportion of 1 (One) New Equity Share for every 5 (Five) existing Equity Shares of the Company of Rs.10/- each held by the Members on the Record Date, by capitalizing the amount of Rs. 1,32,64,000/- (One Crore Thirty-two Lakh Sixty Four Thousand) standing to the credit of Securities Premium/Surplus in the Statement of Profit & Loss Account as at March 31, 2023 by issue of 13,26,400 equity shares of Rs. 10/- each fully paid.

Presently, the Authorized Share Capital of your company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten) each. It is proposed to increase the Authorized Share Capital from Rs. 10,00,00,000/- (Rupees Ten Crore Only) to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh Only) by the creation of 25,00,000 (Twenty Five Lakh) equity shares of Rs.10/- each, ranking *pari-passu* with the existing equity shares in the Company.

The proposed increase of Authorized Share Capital, issue of bonus shares requires the approval of members in general meeting in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Consequent upon the increase of Authorized Share Capital, the capital clause of the Memorandum of Association of the Company will also be required to be altered so as to reflect the increase in share capital.

The draft copy of Memorandum of Association of the company is available for inspection at the registered office of the company from Monday to Friday during business hours.

Your directors recommend the proposed resolution giving effect to the above amendments for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 9

Subject to receipt of regulatory approvals and other approvals to the extent necessary, the Company proposes to undertake a further public offer of its equity shares of face value of Rs.10/- each of the Company (the "Equity Shares") by way of a fresh issue of Equity Shares (the "Offer") and listing of the Equity Shares of National Stock Exchange of India Limited ("NSE Emerge" or "Stock Exchange") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Companies Act, 2013, and the rules made thereunder, as amended.

The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation the book running lead managers appointed for the Offer (the "BRLM") and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium, partly or fully paid, such that the amount being raised pursuant to the Offer aggregates up to Rs. 35 crore on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorised committee thereof, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the further public offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for the purpose of working capital, purchase of plant and machinery and/ or any other object as may be decided by the Board (including any committee thereof) at a later date.

The Company, in accordance with applicable laws, may consider to make available for allocation a portion of the Offer or to provide a discount to the offer price to any category(ies) of persons permitted under applicable laws.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such shareholder(s) in the offer for sale, including where any relevant approvals are not obtained in a timely manner or at all.

The Equity Shares to issued pursuant to the Offer are proposed to be listed on National Stock Exchange of India Limited.

The Company will not make an offer of Equity Shares to the Promoters of the Company in the Offer. However, the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No. 9 of the Notice for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

Item No. 10

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

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

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

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

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

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

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

VI. GENERAL INFORMATION

a. Nature of Industry:

To carry on the business of manufacturers, assemblers, fabricators, designers, importers, exporters, buyers, sellers, dealers, distributors, agents, commission agents, marketing, indenting agents of furniture, fixtures wooden articles, interior decorators and items required for the purposes of all types of furniture, home-appliances, office equipments and other appliances, consumer durables and other equipments including storage units, all types

of fire-resisting products, including doors, equipment and systems, seating and desking systems, fire detection systems, fire fighting equipments, passive fire protection, and any other equipment accessories pertaining to fire prevention and life safety measures, modular office systems, security equipment, systems and solutions, telecommunication and other audio visual equipment, locks, locking system and solution and doors, kitchen equipments, industrial products and other systems and equipments for all applications commercial and industrial establishments and units and all products, components, accessories, sub-assemblies, installations of every size description and variety made of iron, steel, any metal or alloys, non-metals, or any combination thereof and to otherwise sell and deal in the same.

b. Date or expected date of commencement of commercial production

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

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

Not Applicable.

d. Financial Performance:

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

Particulars	March 31, 2023(Rs.)	March 31, 2022(Rs.)	March 31, 2021(Rs.)
Revenue from Operation	70,23,39,776	30,84,09,456	20,44,90,104
Other Income	84,70,177	1,45,69,489	1,39,64,173
Total Income	71,08,09,953	32,29,78,945	21,84,54,277
Profit/(Loss) Before Tax	4,86,73,511	75,17,279	-98,70,497
Profit/(Loss) After Tax	3,90,58,655	68,17,774	-93,42,030

e. Foreign Investment or Collaborations, if any

There are no foreign investments or collaborations.

VII. Information about the appointee:

a. Background details

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

b. Past remuneration

During Financial year 2022-23, he had received a remuneration of Rs. 11,47,800/- (Rupees Eleven Lakh Forty Seven Thousand Eight Hundred Only) per annum in the capacity of Managing Director.

c. Recognition or awards

Not Applicable.

d. Job profile and his suitability

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

VIII. Remuneration Proposed:

The remuneration proposed to be paid to Mr. Rajendra C Vishwakarma shall be Rs. 25,00,000/- (Rupees Twenty Five Lakh) per annum and shall not exceed 5% of the net profits of the Company in any financial year including perquisites, allowances, benefits and amenities as permitted under the rules and act.

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

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

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

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

XI. OTHER INFORMATION:

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

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

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

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

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

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

Except Mr. Rajendra C Vishwakarma, Mr. Mahendra C Vishwakarma and Mr. Narendra C Vishwakarma, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10

Item No. 11

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

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

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

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

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

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

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

I. GENERAL INFORMATION

a. Nature of Industry:

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

b. Date or expected date of commencement of commercial production

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

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

Not Applicable.

d. Financial Performance:

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

Particulars	March 31, 2023(Rs.)	March 31, 2022(Rs.)	March 31, 2021(Rs.)
Revenue from Operation	70,23,39,776	30,84,09,456	20,44,90,104
Other Income	84,70,177	1,45,69,489	1,39,64,173
Total Income	71,08,09,953	32,29,78,945	21,84,54,277
Profit/(Loss) Before Tax	4,86,73,511	75,17,279	-98,70,497
Profit/(Loss) After Tax	3,90,58,655	68,17,774	-93,42,030

e. Foreign Investment or Collaborations, if any

There are no foreign investments or collaborations.

II. Information about the appointee:

a. Background details

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

b. Past remuneration

During Financial year 2022-23, he received a remuneration of Rs. 10,60,020/- (Rupees Ten Lakh Sixty thousand and Twenty Only) per annum in the capacity of Whole Time Director.

a. Recognition or awards

Not Applicable.

b. Job profile and his suitability

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

III. **Remuneration Proposed:** The remuneration proposed to be paid to Mr. Mahendra C Vishwakarma shall be Rs. 25,00,000/- (Rupees Twenty Five Lakh only) per annum and shall not exceed 5% of the net profits of the Company in any financial year including perquisites, allowances, benefits and amenities as permitted under the rules and act.

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

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

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

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

VI. **OTHER INFORMATION:**

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

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

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

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

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

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

Except Mr. Mahendra C Vishwakarma, Mr. Rajendra C Vishwakarma and Mr. Narendra C Vishwakarma, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

Item No 12.

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

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

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

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

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

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

I. GENERAL INFORMATION

a. Nature of Industry:

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

b. Date or expected date of commencement of commercial production

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

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

Not Applicable.

d. Financial Performance:

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

Particulars	March 31, 2023 (Rs.)	March 31, 2022 (Rs.)	March 31, 2021 (Rs.)
Revenue from Operation	70,23,39,776	30,84,09,456	20,44,90,104
Other Income	84,70,177	1,45,69,489	1,39,64,173
Total Income	71,08,09,953	32,29,78,945	21,84,54,277
Profit/(Loss) Before Tax	4,86,73,511	75,17,279	-98,70,497
Profit/(Loss) After Tax	3,90,58,655	68,17,774	-93,42,030

e. Foreign Investment or Collaborations, if any

There are no foreign investments or collaborations.

II. Information about the appointee:

a. Background details

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

b. Past remuneration

During Financial year 2022-23, he received a remuneration of Rs. 13,51,176/- (Rupees Thirteen Lakh Fifty One Thousand One Hundred Seventy Six Only) per annum in the capacity of Executive Director.

c. Recognition or awards

Not Applicable.

d. Job profile and his suitability

Mr. Narendra C Vishwakarma, is a Director of the Company and is serving the company as Director for the past 19 years. He started his career with practical experience of furniture work & interior Business in the year 2003. He has made substantial contributions in growth of the Company and left his mark. The company requires his services.

III. Remuneration Proposed: The remuneration proposed to be paid to Mr. Narendra C Vishwakarma shall be Rs. 30,00,000 (Rupees Thirty Lakh) per annum not exceed 5% of the net profits of the Company in any financial year including perquisites, allowances, benefits and amenities as permitted under the rules and act.

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

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

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

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

VI. OTHER INFORMATION:

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

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

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

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

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

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

Except Mr. Narendra C Vishwakarma, Mr. Mahendra C Vishwakarma and Mr. Rajendra C Vishwakarma, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 12.

By Order of the Board of Directors
Omfurn India Limited

Dhara Pratik Shah
Company Secretary

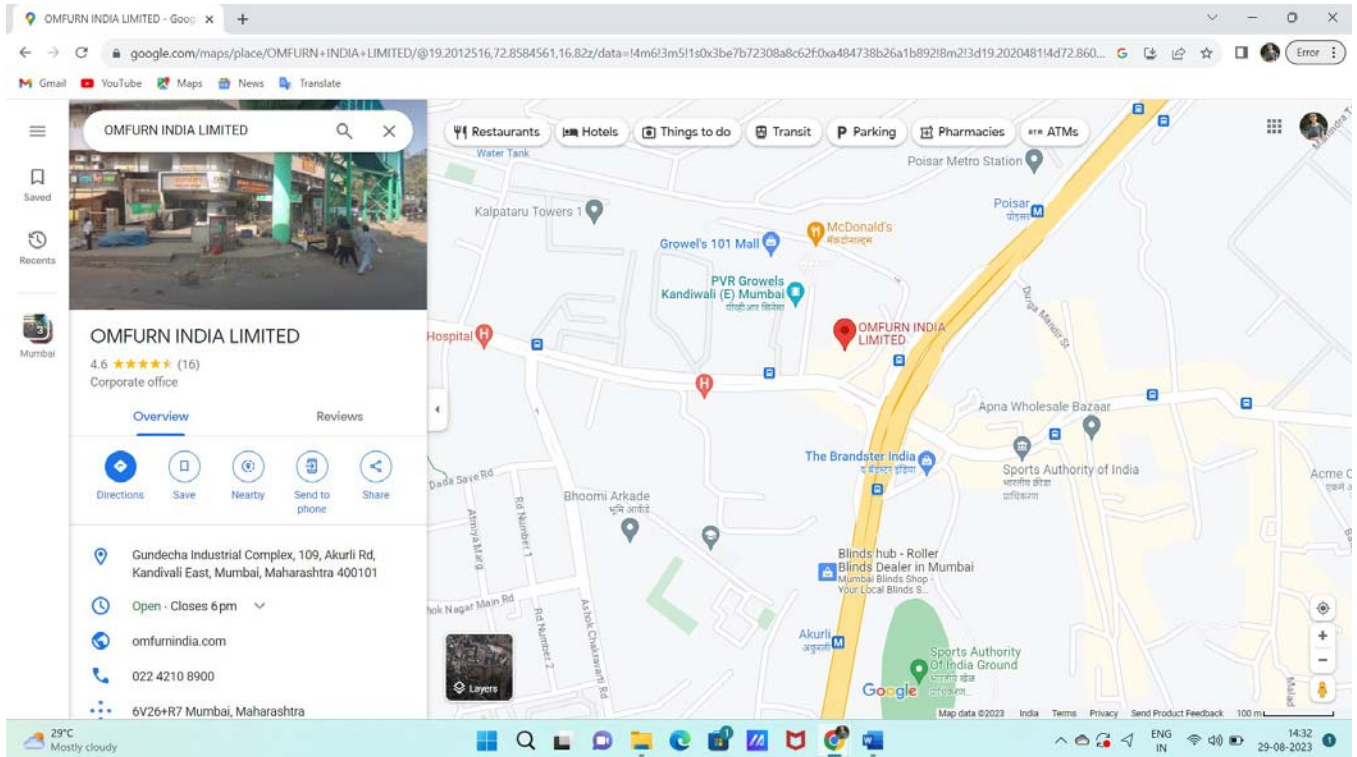
Place: Mumbai
Date: August 22, 2023

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

ROUTE MAP TO THE VENUE OF 26th ANNUAL GENERAL MEETING OF OMFURN INDIA LIMITED

Venue

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



DIRECTORS' REPORT

Dear Members,

Omfurn India Limited

Your Directors present the 26th 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, 2023.

1. FINANCIAL PERFORMANCE:

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

(Rs. in Lakh)		
Particulars	2022-23	2021-22
Revenue from operations	7023.40	3084.09
Other Income	84.70	145.69
Sub Total (A)	7108.10	3229.79
Expenditure		
Production Costs	4957.45	2099.77
Employee Benefit expense	601.67	433.14
Other Expenses	744.53	370.61
Sub Total (B)	6303.65	2903.52
Profit before Tax, Interest and Depreciation	804.45	326.27
Finance Cost	206.19	136.88
Depreciation and Amortisation	111.52	114.22
Profit/ (Loss) before Tax	486.74	75.17
Tax Expense	96.15	07.00
Profit/ (Loss) After Tax	390.59	68.18
Add: Opening balance of Profit and Loss Account	1321.98	1,253.80
Balance Carried to Balance Sheet	1712.57	1321.98

2. Company's Performance Review:

During the year under review, the revenue from operations of the Company is Rs. 7023.40 Lakh as against Rs. 3084.09 Lakh in the previous year. The Company reported a profit after tax of Rs.390.59 Lakh for the current year as against a profit of Rs. 68.18 Lakh 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. Dividend:

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

4. Holding, Subsidiaries and Associates:

The Company does not have any Holding, Subsidiary and Associate Company.

5. Transfer to Reserves:

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

6. 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.

7. Credit Rating:

The Credit Rating of the Company is as under:

Long Term: CARE BB+; STABLE

Short Term: CAREA4+.

8. 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 May 18, 2022, July 30, 2022, November 12, 2022 and February 11, 2023. 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	3
3.	Mr. Narendra C Vishwakarma	Director	4	4
4.	Mr. Jayshankar A Chandira*	Director	4	4
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 resigned w.e.f. February 28, 2023.

iv. General Meetings:

During the year under review, the Company conducted One (1) Extra Ordinary General Meeting on June 24, 2022 to approve the following special resolutions:

- To consider re-appointment of Mr. Parag S Edwankar (DIN: 02834656) for the second term of 5 years as a Non-Executive Independent Director of the Company;
- To consider re-appointment of Mr. Sudhir J Shah (DIN: 00302584) for the second term of 5 years as a Non-Executive Independent Director of the Company;
- To consider re-appointment and payment of remuneration to Mr. Rajendra C Vishwakarma (DIN: 00091492), Managing Director for a period of 5 years;
- To consider re-appointment and payment of remuneration to Mr. Mahendra C Vishwakarma (DIN: 00096586), Whole Time Director for a period of 5 years;
- To consider re-appointment of Mr. Narendra C Vishwakarma (DIN: 00103447), as Executive Director & Chief Executive Officer for a period of 5 years.

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 May 18, 2022, July 30, 2022, November 12, 2022 and February 11, 2023. 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	3
Mr. Parag S. Edwankar Member	Non-Executive & Independent Director	4	4
Mr. Rajendra Chitbahal Vishwakarma - Member	Managing Director	4	4

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 July 30, 2022. 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 N. Chirravuri - Member	Non-Executive & Independent Director	1	1
Mr. Rajendra C. Vishwakarma - Member	Managing Director	1	1
Ms. Geeta Shetty - Member	Non-Executive & Independent Director	1	1

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 2022-2023 are as under:

No. of Investors' Complaints received during the year 2022-23	No. of Investors' Complaints resolved during the year 2022-23	No. of Investors' Complaints pending as on 31 st March, 2023
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 once on May 18, 2022. 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 S Edwankar - Chairman	Non-Executive & Independent Director	1	1
Mr. Sudhir J Shah - Member	Non-Executive & Independent Director	1	1
Mr. Prasad N Chirravuri - Member	Non-Executive & Independent Director	1	1
Ms. Geeta Shetty - Member	Non-Executive & Independent Director	1	1

Role of the Committee:**Role of Nomination and Remuneration Committee are as under:**

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

vi. Changes in nature of Business:

There has been no change in the nature of business of the Company during the financial year ended March 31, 2023.

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, 2023.

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.

9. 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.

10. 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.

11. 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 2022-23. 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.

12. 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.

13. Maintenance of Cost Records and Cost Audit:-

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.

14. 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 Shetty	Independent Woman Director
8.	Ms. Prasad N Chirravuri	Independent Director
9.	Ms. Dhara P Shah	Company Secretary
10.	Mr. Prashant R Vishwakarma**	Additional Director-Whole time Director
11.	Mr. Parmanand M Vishwakarma***	Additional Director-Whole time Director
12.	Mr. Madhav Deshpande****	Additional Director-Non-Executive Independent Director

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

*Mr. Jayshankar A Chandira resigned w.e.f. February 28, 2023.

**Mr. Prashant R Vishwakarma was appointed as Additional Director designated as Whole-Time Director w.e.f July 15, 2023 for a period of 5 years and his appointment will be regularised at the ensuing Annual General Meeting of the Company.

***Mr. Parmanand M Vishwakarma was appointed as Additional Director designated as Whole-Time Director w.e.f July 15, 2023 for a period of 5 years and his appointment will be regularised at the ensuing Annual General Meeting of the Company.

****Mr. Madhva Deshpande was appointed as Additional Director- Non-Executive Independent Director w.e.f July 15, 2023 for a period of 5 years and his appointment will be regularised at the ensuing Annual General Meeting of the Company.

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. Mahendra C Vishwakarma, (DIN: 00096586), 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 26th Annual General Meeting of the Company.

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.

15. 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**".

16. 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, 2023.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. 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 2022-23.

23. 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.

24. 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".

25. 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 and fire doors. The use of electricity is substantial in the manufacturing process. The Company has strict control systems to monitor day to day power consumption. The Company has replaced the conventional lights with the LED lights which are highly efficient in power consumption and the increase in brightness has led to better working conditions. Optimum lightings have helped in reducing the stress on eyes of workers in the 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. The 3D Pythia Software was incorporated in our new vertical Modular Furniture in residential projects like Kitchen, Wardrobe and Vanity etc. With this software the Company has optimized cost and has reduced material wastage when designing furniture.

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

The Company had bought Drillteq V-200 machine for the production of modular furniture like Wardrobes, Kitchen and Vanity etc. This machine is fast processing, simple operation and takes up little space. This machine can be used for drilling, trimming and grooving. It gives the Company 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.

Further, the Company has purchased a new and latest machine Beam Saw SK370 and Edgebander Jade 340 for modular furniture section and Leader Mac 6 spindle moulder for door frame section to increase the production capacity and to improve quality.

The Company has re-organised inventories in the factory with the help of Racks for Raw materials and finished products. These racks help in easy identification and physical verification of materials and helps in optimizing usage of space available.

The Company is promoting a new product in Doors where the door frames are manufactured with the help of Engineered Woods i.e. LVL. These LVL are manufactured from woods sourced from farming of Popular and Eucalyptus trees. Here there is no need to obtain woods from forest and this product is eco-friendly. Since these woods are locally produced in India there is no need for the Company to import.

(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.

Foreign Exchange Earnings and Outgo:

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

(Rs. in Lakh)

Particulars	2022-23
Foreign Exchange Earned	NIL
Foreign Exchange Outgo	131.07

26. 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, 2023, 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.

27. Material changes and Commitments, if any:

In terms of Section 134(3)(l) of the Companies Act, 2013 there were 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. Following are the changes listed below:

I. On the recommendation of the NRC Committee and approval of Board at its meeting held on July 15, 2023:

- 1 Mr. Prashant R Vishwakarma was appointed as Additional Director, designed as Whole Time Director subject to the approval of shareholders at the ensuing AGM;
- 2 Mr. Parmanand M Vishwakarma was appointed as Additional Director, designed as Whole Time Director subject to the approval of shareholders at the ensuing AGM;
- 3 Mr. Madhav Deshpande was appointed as Additional Independent Director subject to the approval of shareholders at the ensuing AGM.

II. The Company at its meeting held on August 22, 2023 had approved following items:

1. Raising of funds by way of a Further Public Offering (FPO) through a fresh issue of Equity Shares by the Company aggregating up to Rs. 35 Crore; and to seek approval of the shareholders for the aforesaid issuance in ensuing Annual General Meeting.
2. Subject to the approval of the members in the ensuing Annual General Meeting and appropriate authorities, the Board has decided to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crore) to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh) and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.
3. Subject to the approval of the members in the ensuing Annual General Meeting and appropriate authorities, the Board has considered, approved and recommended a Bonus Issue of (1) One new Equity Share of Rs. 10/- each fully paid up for every (5) Five existing Equity Share of Rs. 10/- each fully paid up held as on the Record date decided for this purpose. The Bonus Shares once allotted shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the issue and allotment of such Bonus Shares.
4. Based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company in the ensuing Annual General Meeting, the Board has proposed to revise the remuneration payable to Mr. Rajendra C Vishwakarma (DIN:00091492), Chairman and Managing Director.
5. Based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company in the ensuing Annual General Meeting, the Board has proposed to revise the remuneration payable to Mr. Mahendra C Vishwakarma (DIN:00096586), Whole Time Director and CFO.
6. Based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company in the ensuing Annual General Meeting, the Board has proposed to revise the remuneration payable to Mr. Narendra C Vishwakarma (DIN:00103447), Executive Director and CEO.

28. 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: August 22, 2023
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, 2023.
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 15, 2023

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, 2023

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, 2023 ('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, 2023 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 resigned from the Company w.e.f February 28, 2023.

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.

I further report that during the year under review 1(One) Extra Ordinary General Meeting (EGM) was held on June 24, 2023 to transact the following items:

- a. To consider re-appointment of Mr. Parag S Edwankar (DIN: 02834656) for the second term of 5 years as a Non-Executive Independent Director of the Company;

- b. To consider re-appointment of Mr. Sudhir J Shah (DIN: 00302584) for the second term of 5 years as a Non-Executive Independent Director of the Company;
- c. To consider re-appointment and payment of remuneration to Mr. Rajendra C Vishwakarma (DIN: 00091492), Managing Director for a period of 5 years;
- d. To consider re-appointment and payment of remuneration to Mr. Mahendra C Vishwakarma (DIN: 00096586), Whole Time Director for a period of 5 years;
- e. To consider re-appointment of Mr. Narendra C Vishwakarma (DIN: 00103447), as Executive Director & Chief Executive Officer for a period of 5 years.

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 15, 2023

Place: Mumbai

UDIN: A005814E000687429

PR NO: 2354/2022

ANNEXURE-B TO DIRECTORS' REPORT

Management Discussion and Analysis Report

A) Industry Structure and Developments:

The Company is 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 continues to focus on increasing market penetration to ensure entire product range are available in deeper pockets of the Country. The Company continues 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 companies.

The Company is continuously updating itself to standardize and install required machinery for manufacturing and quality control. The 3D Pytha Software was incorporated in our new vertical Modular Furniture in residential projects like Kitchen, Wardrobe and Vanity etc. With this software the Company has optimized cost and has reduced material wastage when designing furniture. The Company has purchased a new and latest machines Beam Saw SK370 and Edgebander Jade 340 for modular furniture section and Leader Mac 6 spindle moulder for door frame section to increase the production capacity and to improve quality.

The Company has re-organised inventories in the factory with the help of Racks for Raw materials and finished products. These racks help in easy identification and physical verification of materials and helps in optimizing usage of space available. The Company is promoting a new product in Doors where the door frames are manufactured with the help of Engineered Wood i.e. LVL. These LVL are manufactured from wood sourced from farming of Popular and Eucalyptus trees. Here there is no need to obtain wood from forest and this product is eco-friendly. Since these woods are locally produced in India there is no need for the Company to import.

The Company has an excellent team of managerial, technical, architectural persons having expertise in furniture manufacturing and other allied activities. The Company has a manufacturing facility at Umbergaon in Gujarat and its registered office at Kandivali East in Mumbai.

B) Opportunities and Threats:

Opportunities:

- The company is continually attempting to expand its footprint in the unexplored market despite the fierce competition from the unorganised sector;
- The Company is aiming to become a key player with its high-quality products and sound corporate governance by concentrating on adding new items for the industrial sector.

Threats:

- Uncertain government policies and fluctuating market conditions;
- Technological developments;
- Increasing Competition;
- The unorganised small-scale sector is a competitor.

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 Company is susceptible to a number of possible hazards, including product distribution from both internal and external sources, government policies, and technical changes. Identification, analysis, and mitigation of risk through suitable control measures are crucial for our company's long-term performance. The identified risks are continuously reviewed and assessed, and appropriate measures are promptly taken to mitigate them. The use of various measures to reduce the risk is periodically evaluated.

The Company is subject to the risk of changing prices for both finished items and raw materials. The business addresses these risks in inventory management. The Company is committed to managing risks proactively and effectively because it understands that risk is a necessary component of doing business. The Company evaluates risks in both the internal and external environments on a regular basis.

The Company examines a variety of risks for mitigation and to maintain business operations, including competition risk, safety and sustainability risk, compliance risk, information security risk, raw material and availability risk.

E) Internal control system and their adequacy:

The Company has the Internal Control systems in place, adequate for the size of the Company and the nature of its business. The Primary function of our internal control systems is to ensure efficiency in business operations, safeguarding of Company's assets, adherence to policies and procedures, protecting and detecting errors and frauds, compliance with applicable laws and ensuring the reliability of financial statements and reporting.

The Internal Audits are carried out by the Internal Auditor of the Company. Internal Audits are conducted at regular intervals to assure the management of fair transactions. Efficacy of Internal Control systems are tested periodically by the Internal Auditors and internal control over financial reporting is tested and certified by statutory auditors. The Company also has an Audit Committee to interact with Statutory Auditors, Internal Auditors and Management in dealing with matters including financial reporting and internal controls.

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

(Rs. In Lakh)

Particulars	2022-23	2021-22
Total Revenue	7108.10	3229.79
Profit /Loss before Tax	486.74	75.17
Less: Total Tax Expense	96.15	7.00
Profit/(Loss) after Tax	390.59	68.18
Earnings per equity share	5.73	1.00

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:

Since Omfurn India Limited views its employees as one of its most precious assets, the company is committed to fostering and developing its human resources. The Company focuses its human resource efforts in the following areas such as communication, learning and development, performance management and review and recruitment. To help the employee achieve operational excellence, productivity, and compliance with quality and safety standards, they receive regular training.

The Company will keep putting a lot of effort into developing and sustaining a remarkable working culture focused on human performance. The Company put in place pro-active procedures to encourage a calm and pleasant workplace. The business feels that its rapid growth, a welcoming workplace, and high employee satisfaction rate have all contributed to its success in luring a large pool of brilliant individuals.

I) Details of significant changes in key financial ratios:

The details of key financial ratios i.e., debtors' turnover, inventory turnover, interest coverage, current ratio, debt-equity ratio, operating profit margin, net profit margin and return on Net Worth are given in financial highlights and Note 2.18 to the Audited Accounts.

J) 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: August 22, 2023

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 2022-23 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 2022-23	Ratio of Remuneration of the director to the median*
Mr. Rajendra C Vishwakarma	Managing Director	11,47,800	—	5.86
Mr. Mahendra C Vishwakarma (CFO)	Whole Time Director	10,60,020	—	5.41
Mr. Narendra C Vishwakarma	Director	13,51,176	16.43%	6.89
Mr. Jayshankar A Chandira*	Executive Director	2,26,250	NA*	—
Mrs. Dhara P Shah (CS)	Company Secretary	2,09,856	05.72%	1.13

Notes:

- 1.* Mr. Jayshankar A Chandira resigned as Director with effect from February 28, 2023.
2. The number of permanent employees on the rolls of the company is 176 for the year ended March 31, 2023.
3. There was an increase of 22.97% 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 2022-23 was 27.40%.
5. It is affirmed that remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company.

RAJENDRA C VISHWAKARMA
CHAIRMAN & MANAGING DIRECTOR
DIN:00091492

Place: Mumbai
Date: August 22, 2023

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, 2023, 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, 2023 and its profit, 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.

Responsibilities of Management and Those Charged with Governance 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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.
 - iv.
 - (a) The management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented to us that, to the best of its knowledge and belief no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ;and
 - (c) Based on audit procedure performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For C B Mehta & Associates

Chartered Accountants

FRN: 124978W

C.B. Mehta

Proprietor

MRN: 116543

Place: Mumbai

Dated: May 18, 2023

UDIN: 23116543BGVCXC7759

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Paragraph 1 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) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - 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 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, 2023 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:
 - a) As explained to us, the inventories are physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
 - b) 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 made investments in, provided any guarantee or security or granted any loans or advances in nature of loans, stood guarantee, secured or unsecured, companies, firms, LLPs or any other parties. 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, 2023 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, 2023 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, 2023 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 terms 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 ADT-4 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, 2023

UDIN: 23116543BGVCXC7759

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, 2023 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, 2023, 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: 23116543BGVCXC7759

Place: Mumbai
Dated: May 18, 2023

BALANCE SHEET AS ON 31ST MARCH, 2023

(Rs. in Lakh)

PARTICULARS	Note No.	March 31, 2023	March 31, 2022
A Equity and Liabilities			
1 Shareholders' Funds			
(a) Share Capital	3	681.20	681.20
(b) Reserves and Surplus	4	1,890.08	1,499.50
		2,571.28	2,180.70
2 Non-Current Liabilities			
(a) Long-Term Borrowings	5	405.90	548.85
(b) Other Long-Term Liabilities	6	40.60	—
(c) Deferred Tax Liabilities (Net)		31.85	65.22
		478.35	614.07
3 Current Liabilities			
(a) Short-Term Borrowings	7	732.20	1,046.31
(b) Trade Payables	8		
(i) Total outstanding due to MSE Units		2.98	31.71
(ii) Total outstanding due to Other than MSE Units		1,195.74	573.39
(c) Other Current Liabilities	9	536.84	273.78
(d) Short-Term Provisions	10	200.58	47.26
		2,668.34	1,972.44
TOTAL		5,717.98	4,767.21
B Assets			
1 Non-Current Assets			
(a) <u>Property, Plant & Equipment and Intangible Assets</u>			
Property, Plant and Equipment	11	1,080.88	1,012.79
Intangible Assets		15.49	—
(b) Non-Current Investments	12	110.43	20.03
(c) Long-Term Loans & Advances	13	103.05	66.09
(d) Other Non-Current Assets	14	124.38	39.26
		1,434.23	1,138.17
2 Current Assets			
(a) Inventories	15	1,883.30	1,610.15
(b) Trade Receivables	16	1,915.16	1,313.18
(c) Cash & Cash Equivalents	17	304.48	583.30
(d) Short-Term Loans & Advances	18	180.80	122.41
		4,283.75	3,629.04
TOTAL		5,717.98	4,767.21
See accompanying notes forming 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

DIN:00091492

N C VISHWAKARMA

Director & CEO

DIN:00103447

Place : **Mumbai**Date: **May 26, 2023**

UDIN:23116543BGVCXC7759

M C VISHWAKARMA

Wholtime Director & CFO

DIN:00096586

DHARA P SHAH

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakh)

PARTICULARS	Note No.	March 31, 2023	March 31, 2022
CONTINUING OPERATIONS			
1 Revenue from Operations	19	7,023.40	3,084.09
2 Other Income	20	84.70	145.69
Total Income		7,108.10	3,229.79
3 Expenses			
(a) Cost of Materials consumed	21	4,805.93	2,172.91
(b) Changes in Inventories	22	151.52	(73.15)
(c) Employee Benefit Expenses	23	601.67	433.14
(d) Finance Costs	24	206.19	136.88
(e) Other Expenses	25	744.53	370.61
(f) Depreciation and Amortisation Expenses	11	111.52	114.22
Total Expenses		6,621.36	3,154.62
4 Profit / (Loss) Before Tax		486.74	75.17
5 Tax Expenses:			
(a) Current Tax Expense for the year		130.00	2.46
(b) Deferred Tax		(33.37)	(6.73)
(c) Tax adjustment relating to earlier years		(0.48)	—
(d) MAT Credit Entitlement		—	11.26
Total Tax Expenses		96.15	7.00
6 Profit / (Loss) for the period		390.59	68.18
7 Earnings per Equity Share	26		
Basic and Diluted		5.73	1.00

As per our report of even date

FOR C B MEHTA & ASSOCIATES

Chartered Accountants

FRN 124978W

FOR & ON BEHALF OF THE BOARD**C B MEHTA**

Proprietor

MRN - 116543

R C VISHWAKARMA

Managing Director

DIN:00091492

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Director & CEO

DIN:00103447

Place : **Mumbai**Date: **May 26, 2023**

UDIN:23116543BGVCXC7759

M C VISHWAKARMA

Wholetime Director & CFO

DIN:00096586

DHARA P SHAH

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakh)

PARTICULARS	March 31, 2022	March 31, 2021
(A) Cash flow from operating activities		
Net Profit / (Loss) before tax	486.74	75.17
Adjustments for:		
Depreciation and amortisation	111.52	114.22
Interest on Bank Deposits	(17.33)	(17.36)
Gain on sale of Non-current Investments	—	(1.54)
Interest & Finance Charges	206.19	137.11
Sundry balances written off	143.87	(0.89)
Net gain/ (loss) on foreign currency transactions	6.46	—
Operating profit before working capital changes	937.45	306.71
Movements in Working Capital		
(Increase) / Decreases in Trade Receivables	(745.84)	(385.58)
(Increase) / Decreases in Inventories	(273.15)	29.76
(Increase) / Decreases in Short-Term Loans and Advances	(58.40)	70.99
(Increase) / Decreases in Long Term Loans & Advances	(36.96)	14.92
(Increase) / Decreases in Other Non-Current Assets	(85.13)	(1.08)
Increase / (Decrease) in Trade Payables	593.63	(108.01)
Increase / (Decrease) in Short Term Borrowings	(314.12)	30.80
Increase / (Decrease) in Short Term Provisions	153.33	14.35
Increase / (Decrease) in Other Current Liabilities	263.06	153.76
Cash Generated from Operations	433.87	126.62
Less: Tax Paid	129.52	13.72
Net Cash generated from Operating Activities	304.35	112.90
(B) Cash flow from investing activities		
Purchase of Fixed assets / Capital work in progress	(203.77)	(46.65)
Sale of Fixed assets / Subsidy received on Capital Assets	2.20	6.31
Interest on Bank Deposits	17.33	8.82
Investment in Non Current Investments	(90.40)	35.04
Net Cash Generated from Investing Activities	(274.63)	3.53
(C) Cash flow from financing activities		
Interest & Finance Charges	(206.19)	(137.11)
Long Term Borrowings	(142.95)	(21.63)
Other Long-Term Liabilities	40.60	(28.86)
Net Cash generated from Financing Activities	(308.54)	(187.60)
Net Increase / (Decrease) in Cash & Cash equivalent	(278.82)	(61.10)
Add: Cash & Cash equivalent at the beginning of the period	583.30	644.40
Cash & Cash equivalent at the end of the period	304.48	583.30
Components of cash & cash equivalent		
Cash in hand	0.17	0.16
Balances with banks	304.32	583.14
Cash & Cash equivalent considered for cash flow statement	304.48	583.30
See accompanying notes forming part of Financial Results		

As per our report of even date

FOR C B MEHTA & ASSOCIATES

Chartered Accountants

FRN 124978W

FOR & ON BEHALF OF THE BOARD**C B MEHTA**Proprietor
MRN - 116543**R C VISHWAKARMA**Managing Director
DIN:00091492**N C VISHWAKARMA**Director & CEO
DIN:00103447Place : **Mumbai**Date: **May 26, 2023****UDIN:23116543BGVCXC7759****M C VISHWAKARMA**Wholtime Director & CFO
DIN:00096586**DHARA P SHAH**

Company Secretary

NOTE 1 : FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2023

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 furnitures like Executive office furniture, international school furniture, Modular office furniture and Kitchen, Bedroom Furniture, wooden doors & frames, etc. in terms of customized, system based or Turnkey projects throughout India. The Company also specializes in the design and execution of turnkey interior 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**

- a. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of Companies Act, 2013.
- b. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
- c. All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – noncurrent classification of assets and liabilities.

2.2 Use of Estimates

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 Property Plant & Equipment and Depreciation there on

- a. Property Plant & 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.
- b. The cost of Property Plant & 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.
- c. Subsequent expenditures related to an item of Property Plant & 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.
- d. The company has applied the estimated useful life as specified in Schedule II and calculated depreciation based on rates worked as per applicable accounting standard and guidance note issued by ICAI as under:

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

2.4 Intangible Assets and Amortization there on

- a) Items of Intangible Assets are recognized and measured at cost less accumulated amortization and impairment losses, if any. The cost of intangible assets comprises of its purchase price, including import duties and nonrefundable purchase taxes, after deducting trade discounts and rebates; and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- b) Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the expenditure can be measured reliably.
- c) Intangible assets are amortized over their estimated useful life using straight line method.

Software is amortized over a period of five years. Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

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 scheme is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and the period of past service. The scheme is funded with 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 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 recognized net of discounts and 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

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. 131.07 Lakh 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 2023. 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 Vishwakarma	Managing Director	11.48	Director Remuneration
Mahendra C Vishwakarma	Chief Financial Officer	10.60	
Narendra C Vishwakarma	Director	13.51	
Jayshankar A Chadira**	Executive Director	10.26	
Rajendra C Vishwakarma	Managing Director	7.40	Rent
Manbhavati R Vishwakarma	Wife of Director	5.49	
Mahendra C Vishwakarma	Chief Financial Officer	5.49	
Malti M Vishwakarma	Wife of Director	5.49	
Narendra C Vishwakarma	Director	6.00	
Prashant R Vishwakarma	Son of Managing Director	0.54	
Niklesh R Vishwakarma	Daughter of Managing Director	0.54	Salary
Jayesh M Vishwakarma	Son of Director	5.55	
Dhara P Shah	Company Secretary	2.22	
Vikrant R Vishwakarma	Son of Director	5.55	
Sarita Vishwakarma	Daughter of Managing Director	3.00	
Prashant R Vishwakarma	Son of Managing Director	7.40	
Karna R Vishwakarma	Son of Managing Director	5.06	
Ravindra L Vishwakarma	Son In Law of Managing Director	5.55	
Parmanand Vishwakarma	Son of Director	7.40	

** Mr. Jayshankar A Chandira resigned w.e.f. 28-Feb-23

2.18 Analytical Ratios

Ratio	Measured in	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance
Current ratio	Times	Current assets	Current liabilities	1.61	1.84	(12.74%)
Debt-equity ratio	Times	Debt	Total equity	0.44	0.73	(39.49%)
Debt service coverage ratio	Times	Earnings before Interest, Tax and Exceptional Items	Interest Expense + Principal Repayments made during the year for long term loans	2.08	0.93	123.71%
Return on Equity	%	Profit After Tax	Average total equity	16.44%	3.18%	417.59%
Inventory turnover ratio	Times	Revenue from operations	Average inventory	4.02	1.90	111.86%
Trade receivable turnover ratio	Times	Revenue from operations	Average trade receivables	4.35	2.75	58.00%
Trade payables turnover ratio	Times	Cost of Materials Consumed + Purchases of Stock-in-Trade + Other Expenses	Average trade payables	6.15	3.86	59.47%
Net capital turnover ratio	Times	Revenue from operations	Working Capital (Current Assets - Current Liabilities)	4.35	1.86	133.54%
Net profit ratio	%	Profit After Tax	Revenue from operations	5.56%	2.21%	151.57%
Return on capital employed	%	Earnings before interest and tax	Capital employed	22.72%	7.59%	199.46%
Return on investment	%	Other Income	Average Cash, Cash Equivalents & Other Marketable Securities	4.95%	3.29%	50.48%

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, 2023.

a. For Debt-equity ratio

The debt-to-equity (D/E) ratio indicates how much debt a company is using to finance its assets relative to the value of shareholders' equity.

There is variance in this ratio as the repayment of debt in current year is more than the fresh loan availed. Also, the earnings attributable to equity shareholders of the company has increased significantly compared to previous year.

b. 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 a positive variance in favour of the company as the Earnings before Interest, Tax, Depreciation and Exceptional Items of the Company has improved significantly compared to previous year.

c. 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 the profit has significantly increased during the current year as compared with previous year.

d. 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 with similar inventory levels as that of previous years.

e. 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 revenue and decrease in debtor's collection period.

f. 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 positive variance in this ratio primarily on account of timely payments to creditors.

g. For Net Capital Turnover Ratio

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

The Company has managed to increase its revenue by maintaining same level of working capital which has thus impacted the Net Capital Turnover Ratio to come in favour of the company.

h. 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 the profit has been significantly increased during the current year as compared with previous year.

i. 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 the profit has been significantly increased during the current year as compared with previous year.

j. For Return on Investments

Return on Investments is the percentage of return on funds invested in the business by its owners.

The company has earned better returns on its investments in current year as compared to previous years.

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, 2023	As at March 31, 2022
Net Profit after Tax (INR in Lakh)	390.59	68.18
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)	5.73	1.00

2.20 Taxes on income

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

(Rs.in Lakh)

Particulars	2022-23	2021-22
Opening Deferred Tax liability as on beginning of the year	65.22	71.95
Less: Deferred Tax Income credited to Statement of Profit and Loss Account	(33.37)	(6.73)
Closing Deferred Tax Liability as on year end	31.85	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 Disclosure related to Trade Payables:

(Rs. in Lakh)

Ageing for Trade Payables outstanding as at 31st March 2023 is as follows					
Outstanding for following periods from due date					
Particulars	Less than 1 years	1–2 years	2–3 years	More than 3 years	Total
Others	1,186.96	4.46	1.62	5.67	1,198.72
Disputed dues	–	–	–	–	–
Total	1,186.96	4.46	1.62	5.67	1,198.72

2.23 Disclosure related to Trade Receivables:

(Rs. in Lakh)

Ageing for Trade Receivables outstanding as at 31st March 2023 is as follows					
	Particulars				
Particulars	Undisputed– Consider Good	Undisputed– Consider Good	Undisputed– Consider Good	Disputed– Considered Doubtful	Total
Less than 6 months	1,330.20	–	–	–	1,330.20
6 months – 1 years	172.72	–	–	–	172.72
1–2 years	161.04	–	–	–	161.04
2–3 years	102.77	–	–	–	102.77
More than 3 years	148.44	–	–	–	148.44
Total	1,915.16	NIL	NIL	NIL	1,915.16

2.24 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 FDRs in bank and has investment in Union Balanced Advantage Fund (Note 12) against which margin money towards bank guarantee is adjusted by bank as and when issued.

2.25 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.
- 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.
- The Company is not required to spend on Corporate Social Responsibility (CSR) expenditure, since neither Company's Net worth is Rs. 500 crore or more, Turnover Rs. 1,000 crore or more nor Net Profit is Rs. 5 crore or more during immediately preceding year and hence provisions of section 135 of the Act are not applicable.
- 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.
- The Company is not declared as willful defaulter by any bank or financial Institution or other lenders.
- 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.
- 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.
- There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- 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 transactions 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.

2.26 Previous year figures

Previous year's figures have been regrouped and rearranged wherever necessary 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 26, 2023**

R. C VISHWAKARMA

Managing Director
DIN:00091492

M C VISHWAKARMA

WTD & CFO
DIN:00096586

FOR & ON BEHALF OF THE BOARD

N C VISHWAKARMA

Director & CEO
DIN:001033447

DHARA P SHAH

Company Secretary

Notes forming part of the Financial statement for the year ended 31st March, 2023

3 Share Capital

(Rs. in Lakh)

Share Capital	March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised Share Capital				
Equity shares of Rs. 10/- each with voting rights	1,00,00,000	1,000	1,00,00,000	1,000
	1,00,00,000	1,000	1,00,00,000	1,000
(b) Issued, subscribed and fully paid up				
68,12,000 Equity Shares of Rs. 10/- each with voting rights	68,12,000	681.20	68,12,000	681.20
	68,12,000	681.20	68,12,000	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	681.20	68,12,000	681.20
- Issued during the period	—	—	—	—
- At the end of the period	68,12,000	681.20	68,12,000	681.20

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

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

Share Capital	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holdings	No. of Shares	% of Holdings
(i) Rajendra C Vishwakarma	14,00,000	20.55	14,00,000	20.55
(ii) Mahendra C Vishwakarma	14,00,000	20.55	14,00,000	20.55
(iii) Narendra C Vishwakarma	8,50,000	12.48	8,50,000	12.48
(iv) Ravindra C Vishwakarma	6,00,000	8.81	6,00,000	8.81

(e) Details of Promoter shareholding of Equity Shares in the Company

Shareholder holding equity shares with voting rights	No of Shares	% of holding	Change during the year
(i) Rajendra C Vishwakarma	14,00,000	20.55	NIL
(ii) Mahendra C Vishwakarma	14,00,000	20.55	NIL

4 RESERVE & SURPLUS

(Rs. in Lakh)

	March 31, 2023	March 31, 2022
a Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	1,321.98	1,253.80
Add: Profit / (Loss) for the period	390.59	68.18
	1,712.57	1,321.98
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
	1,890.08	1,499.505

5. LONG TERM BORROWINGS**a Term Loans from Banks**

Secured	425.55	604.75
Less: Installments due within 12 months	(192.79)	(179.20)
	232.76	425.55

b Loans and advances from related parties

Unsecured		
Directors of the company	172.25	119.74

c Long-term maturities of finance lease obligations

Secured		
Vehicle Loans	3.33	5.58
Less: Installments due within 12 months	(2.44)	(2.03)
	0.89	3.56
	405.90	548.85

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, Dist. Valsad - Leasehold ownership of the Company

- 305, Western Edge II, Kanakia Spaces, W E Highway, Borivali East, Mumbai owned by the Company
- 106, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai owned by Mr. Rajendra C Vishwakarma
- 107, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai owned by Mr. Mahendra C Vishwakarma
- 109, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai owned by Mrs. Manbhavtidevi R. Vishwakarma
- 110, Gundecha Industrial Estate, Akurli Road, Kandivali East, Mumbai owned by Mrs. Maltidevi M Vishwakarma
- 1308, Sur Wing Floor No. 13, Veena Saaz Sur Taal CHS Ltd, Thakur Complex, Kandivali East, Mumbai owned by Mr. Rajendra C Vishwakarma and Mr. Mahendra C Vishwakarma

b. Hypothecation of Company's Stock and Trade Receivables, both present and future. Personal guarantee of 3 directors, Mr. Rajendra C Vishwakarma, Mr. Mahendra C Vishwakarma and Mr. Narendra C Vishwakarma along with Mrs. Manbhavtidevi R Vishwakarma & Mrs. Malti M Vishwakarmad. Bank lien on Fixed Deposits**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. 190.60 Lakh (previous year Rs. 294.77 Lakh) borrowed @ 13.05% p.a. from Union Bank of India repayable by Apr 2024.
- b. Secured Term loan of Rs. 94.95 Lakh (previous year Rs. 169.98 Lakh) borrowed @ 7.50% p.a. from Union Bank of India repayable by May 2024.
- c. Secured Term loan of Rs. 140 Lakh (previous year Rs. 140 Lakh) borrowed @ 7.50% p.a. from Union Bank of India repayable by January 2027.
- d. Secured Vehicle Term loan of Rs. 3.33 Lakh (previous year Rs. 5.58 Lakh) borrowed @ 7.75% p.a. from Union Bank of India repayable by Sept 2024.

6 Other Long Term Liabilities

	March 31, 2023	(Rs. in Lakh) March 31, 2022
(a) Security deposits received		
Lease Rental Deposit	40.60	—
	40.60	—

7 Short Term Borrowings**a Loans repayable on demand**

From Banks

Secured

- Cash Credit account with Union Bank of India	536.97	865.09
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b Current maturities of long term debts

- Term loans from banks	192.79	179.20
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c Current maturities of finance lease obligations

- Vehicle loans	2.44	2.03
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732.20	1,046.31
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Notes:

- Cash Credit facility from Union Bank of India is secured by hypothecation of stocks and trade receivables, both present and future. The Cash Credit facility carries interest rate of 10.25%
- Term Loans are secured by the mortgage of the specified immovable properties, Plant and Machinery and other Equipments
- Both of the above are secured by personal guarantees of the 3 directors, Mr. Rajendra C Vishwakarma, Mr. Mahendra C Vishwakarma and Mr. Narendra C Vishwakarma along with Mrs. Manbhavti R Vishwakarna & Mrs. Malti M Vishwakarma

8 Trade Payables**(Rs. in Lakh)****March 31, 2023****March 31, 2022****a Other trade payables**

(i) Total outstanding due to MSE Units	2.98	31.71
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(ii) Total outstanding due to Other than MSE Units	1,195.74	573.39
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1,198.72	605.10
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9 Other Current Liabilities**a Other payables**

Statutory Remittances	138.23	86.52
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Advance from Customers	398.60	187.25
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536.84	273.78
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10 Short Term Provisions**a Provision for Employee Benefits**

Provision for Salaries and Wages	38.53	31.42
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Provision for Gratuity	3.47	—
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b Provision for Income Tax	130.00	—
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c Provision - Others

Provision for Expenses	28.58	15.83
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200.58	47.26
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11 Property, Plant and Equipment and Intangible Assets**(Rs. in Lakh)**

Assets	Gross Block				Provision for Depreciation				Written Down Value	
	Opening Balance	Additions	Disposals/ Adjustments	Closing Balance	Opening Balance	Depreciation charged during year	Disposals	Closing Balance	As on March 31, 2023	As on March 31, 2022
Land	130.06	—	—	130.06	—	—	—	—	130.06	130.06
Buildings	1,091.94	—	—	1,091.94	525.67	42.36	—	568.03	523.91	566.27
Vehicles	48.72	—	—	48.72	42.19	1.47	—	43.65	5.06	6.53
Plant and machinery	1,097.29	177.73	143.49	1,131.53	804.53	59.95	134.83	729.65	401.88	292.75
Furniture and Fixtures	3.99	1.05	—	5.03	3.70	0.05	—	3.75	1.28	0.29
Office Equipments	24.05	1.76	—	25.81	21.45	0.76	—	22.21	3.60	2.60
Others:										
Electrical Installations	58.10	—	—	58.10	47.53	2.38	—	49.91	8.20	10.58
Computers	29.58	5.73	—	35.31	25.86	2.55	—	28.41	6.90	3.72
Softwares	—	17.50	—	17.50	—	2.01	—	2.01	15.49	—
Total	2,483.73	203.77	143.49	2,544.01	1,470.94	111.52	134.83	1,447.63	1,096.37	1,012.79
Previous Year	2,464.49	46.65	27.41	2,483.73	1,377.82	114.22	21.10	1,470.94	1,012.79	1,086.67

12 Non Current Investments

	March 31, 2023	(Rs. in Lakh) March 31, 2022
(a) <u>Investment in Equity Instruments</u>		
In Equity shares of Union Bank of India Limited [200 equity shares (200 equity shares - 31.03.2022) of Rs 16 each]	0.03	0.03
(b) <u>Investment in Mutual funds</u>		
In Union Balanced Advantage Fund [560,298.691 units (1,38,682.386 units as on 31.03.2022) of Rs. 10 each]	80.00	20.00
(c) <u>Other Non current Investments</u>		
Recurring Deposit with Bank	30.40	—
	110.43	20.03
Aggregate amount of quoted investments	80.03	20.03
Aggregate market value of quoted investments	85.80	20.75
13 Long Term Loans and Advances		
(a) Advance Income Tax	103.05	66.09
	103.05	66.09
14 Other Non-Current Assets		
(a) Security Deposits	40.60	39.26
(b) Term Deposits	83.78	—
	124.38	39.26
15 Inventories		
(a) Raw Materials	809.27	384.60
(b) Semi Finished goods	450.96	272.71
(c) Work In Progress	623.07	952.83
	1,883.30	1,610.15
16 Trade Receivables		
<u>Trade Receivables Considered Good - Unsecured</u>		
(a) Outstanding for a period exceeding six months	584.97	585.66
(b) Outstanding for a period less than six months	1,330.20	727.53
	1,915.16	1,313.18
17 Cash and Cash Balances		
<u>Cash and Cash Equivalents</u>		
(a) Cash on hand	0.17	0.16
(b) Balances with Banks		
- In Current Accounts	66.10	215.31
<u>Other Bank Balances</u>		
(a) In Deposit Accounts	238.21	367.83
	304.48	583.30

Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is Rs. 66.27 lakh (As at March 31, 2022 Rs. 215.47 lakh)

Other Bank balances include Deposit amounts which are used as Margin monies for bank guarantees issued by bank.

18 Short Term Loans and Advances

(a) Advance for Expenses	84.37	52.24
(b) Loans and Advances to Employees	2.01	2.14
(d) Prepaid Expenses	11.19	11.59
(e) Balance with Government Authorities	79.08	56.93
	180.80	122.41

		(Rs. in Lakh)
	As at 31-Mar-2023	As at 31-Mar-2022
19 Revenue from Operations		
Sale of Products	5,222.44	1,596.37
Sale of Services	1,800.96	1,487.73
	7,023.40	3,084.09
20 Other Income		
Interest Income on		
- Bank Deposits	17.33	17.36
- Other Interests	4.66	4.08
Rental Income	48.80	61.31
Dividend Received	0.00	1.92
Foreign Exchange Fluctuation Gain	1.69	0.52
Subsidy Received	12.21	58.96
Net gain on sale of Non-current Investments	—	1.54
	84.70	145.69
21 Cost of Materials Consumed		
Opening Stock of Raw Materials	384.60	487.50
Add: Purchases		
- Raw Materials	5,230.60	1,487.34
	5,617.20	2,557.51
Less: Closing Stock of Raw Materials	(809.27)	(384.60)
	4,805.93	2,172.91
22 Changes in Inventories of Work in Progress and Semi Finished Goods		
Inventory at end of the period		
- Semi-Finished goods	450.96	272.71
- Work in progress	623.07	952.83
	1,074.03	1,225.54
Inventory at beginning of the period		
- Semi-Finished goods	272.71	507.15
- Work in progress	952.83	645.25
	1,225.54	1,152.40
	151.52	(73.15)
23 Employee Benefit Expense		
Salary and Wages, Bonus etc.	470.85	367.73
Contribution to provident fund and other funds	76.37	34.16
Workmen and Staff Welfare Expenses	54.46	31.25
	601.67	433.14
24 Finance Costs		
Interest Expense on		
- On Borrowings	128.13	111.14
- On Others (including interest on taxes)	—	5.29
Other Borrowing Costs	78.06	20.45
	206.19	136.88
25 Other Expenses		
Advertisement Expenses	1.90	1.47
Bank Charges	0.10	0.08
Commission Expenses	0.85	7.98
Coolie and Cartage	65.88	41.03
Communication Expenses	3.42	3.03
Insurance Expenses	18.91	14.45
Legal and Professional Fees	36.27	25.80
Listing and other fees	1.68	0.80
Membership & Subscription Charges	0.21	0.21
Miscellaneous expenses	6.05	10.06
Motor Car Expenses	15.28	13.18
Net loss on sale of Assets	6.46	—
Other Manufacturing and Operating Expenses	81.01	36.85

Payment to Auditors

- As Statutory Auditors	6.50	6.50
Postage & Courier Expenses	2.44	1.30
Power and Fuel	51.24	30.15
Printing & Stationery Expenses	8.87	5.67
Rates and Taxes	27.21	14.49
Rents	35.72	31.59
Repairs and Maintenance	67.54	38.65
Security Charges	7.21	7.21
Software Expenses	1.40	—
Sundry Balances Written off	143.87	(0.89)
Transportation, Freight, Loading and Unloading Expenses	114.70	56.35
Travelling and Conveyance Expenses	39.80	24.65
	744.53	370.61

26 Earnings Per Equity ShareBasic/Diluted Earnings Per Share

Profit/ (loss) attributable to Equity Shareholders	390.59	68.18
Weighted Average number of equity shares	68,12,000	68,12,000
Basic Earnings per share in Rs.	5.73	1.00
Face Value per share in Rs.	10.00	10.00

*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 26, 2023****UDIN: 22116543AJDXUQ3267****R C VISHWAKARMA**

Managing Director

DIN:00091492**M C VISHWAKARMA**

Whole Time Director & CFO

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

Director & CEO

DIN:001033447**DHARA P SHAH**

Company Secretary

OMFURN INDIA LIMITED

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	: L20200MH1997PLC111887
Name of the Company	: Omfurn India Limited
Registered Office	: 109, Gundecha industrial Complex, Akurli Road, Kandivali (East), Mumbai - 400101
Name of the member(s)	:
Registered Address	:
E-mail Id	:
Folio No./Client ID-DP IF	:

I/We being the member (s) of _____ shares of the above named Company, hereby appoint:

1	Name	
	Address	
	E-mail Id	
	Signature	
		Or Failing him
2	Name	
	Address	
	E-mail Id	
	Signature	
		Or Failing him
3	Name	
	Address	
	E-mail Id	
	Signature	

As my/our proxy to attend and vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, September 26, 2023 at 11.00 a.m at the Registered Office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali (East), Mumbai - 400101 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No		Resolutions	OPTIONS	
Ordinary Resolutions:			For	Against
1		To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with the Reports of the Directors' and Auditors' thereon.		
2		To appoint a Director in place of Mr. Mahendra C Vishwakarma (DIN: 00096586), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business:				
3		To appoint Mr. Prashant R. Vishwakarma (DIN:10228817) as a Director designated as Whole Time Director of the Company for a period of 5 years from July 15, 2023 to July 14, 2028.		
4		To appoint Mr. Parmanand M. Vishwakarma (DIN: 10227573) as a Director designated as Whole Time Director of the Company for a period of 5 years from July 15, 2023 to July 14, 2028.		
5		To appoint Mr. Madhav Deshpande (DIN:01537794) as Non-Executive Independent Director of the Company for a period of 5 years		
6		To increase the Authorised Share Capital of the Company		
7		Alteration in the Capital Clause of Memorandum of Association.		
8		Issue/Allotment of Bonus Shares by capitalization of Reserves / Securities Premium Account.		
9		Further Public Offering of Equity Shares of The Company.		
10		Revision in remuneration payable to Mr. Rajendra C Vishwakarma (DIN:00091492), Chairman and Managing Director.		
11		Revision in remuneration payable to Mr. Mahendra C Vishwakarma (DIN:00096586), Whole Time Director and Chief Financial Officer (CFO).		
12		Revision in remuneration payable to Mr. Narendra C Vishwakarma (DIN:00103447), Executive Director and Chief Executive Officer (CEO).		

Signed this _____ day of _____ 2023.

Signature of the Shareholders _____

Signature of Proxy holder(s) _____

Affix ₹ 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Folio No:	DP ID:
Client ID No:	No of Shares held:

I/We record my/our presence at the 26th Annual General Meeting to be held on Tuesday, September 26, 2023 at 11.00 a.m. at the Registered Office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai - 400101.

Name of the Shareholder/Proxy (In Block letters):

Signature of the Shareholder/Proxy:

NOTE:

1. You are requested to sign and handover this slip at the entrance of the meeting venue.
2. Members are requested to bring their copy of Annual Report for reference at the Meeting.



OMFURN INDIA LIMITED

Maker of state-of-the art Modular Furniture

ISO 9001:2015 | ISO 14001:2015 | ISO 45001:2018 Certified

Regd. Office: 109, Gundecha Industrial Complex, Akurli Road, Kandivali (E), Mumbai-400101, Maharashtra.

T: 022 4210 8900 | M: +91 9820520026 / +91 9833122847

E: omfurn@omfurnindia.com | W: www.omfurnindia.com

