

18th July, 2018

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

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

Sub:- Notice of 21st Annual General Meeting of Omfurn India Limited (the "Company").

Pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the notice of the 21st Annual General Meeting of the Members of Company to be held on Friday, August 10, 2018 at 11.00 a.m. at the Registered Office of the Company at 109, Gundecha Industrial Complex, Akurli Road, Kandivali East, Mumbai - 400 101.

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

Yours faithfully,

For Omfurn India Limited

DPS Shah

Dhara Pratik Shah
Company Secretary & Compliance Officer



Encl.: As above

NOTICE

Notice is hereby given that the 21ST Annual General Meeting ("AGM") (**First AGM Post-IPO**) of the members of Omfurn India Limited (the "Company") (Formerly known as Omfurn India Private Limited) will be held on Friday, August 10, 2018 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, 2018 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.
3. To appoint Statutory Auditors and to fix their remuneration and 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Mehta Bharat & Associates, Chartered Accountants (ICAI Firm Registration No. 106192W), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. To approve Material Related Party transactions and 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 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including, any statutory modification(s) or amendment thereto or re-enactment thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the Memorandum of Association and Articles of Association of the Company, and other applicable statutory provisions and regulations, if any, as amended from time to time, consent of the Members of the Company be and is hereby accorded for the below mentioned material related party transactions entered into by the Company with R.M. Enterprises on arm's length basis and in the ordinary course of business in relation to sale, purchase or supply of any goods or materials:

Sr. No.	Description of Related Party Transactions	Amount of Transaction (in ₹)
1	Sale of Finished Goods	6,28,99,010/-
2	Purchase of Materials	17,68,873/-

RESOLVED FURTHER THAT, Mr. Mahesh Panchal, Director and Mr. Umesh Desai, Ms. Sonali Gandre, both Independent Directors be and are hereby severally authorised to do all such acts, deeds, things and sign such documents, undertakings and writings, file necessary e-forms with ROC as may be necessary for giving effect to the above resolution."

By Order of the Board of Directors
Omfurn India Limited

Dhara Pratik Shah
Company Secretary

Place: Mumbai
Date: May 11, 2018

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 special business under Item No.4 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.
10. The Register of Members & Share Transfer Books of the Company will remain closed from Saturday, August 4, 2018 to Friday, August 10, 2018 (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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 quoting their Folio number or their Client ID number with DPID number, as the case may be.
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. The notice of AGM along with Annual Report for 2017-18 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
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 Friday, August 3, 2018.

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 21st 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. Members are requested to kindly bring their copy of Annual Report at the meeting.
19. Voting through Electronic Means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote E-voting to exercise their right to vote at the 21st AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The Board has appointed Mr. Prashant S. Mehta, Practicing Company Secretary (Membership No. A5814; COP: 17341), to act as the Scrutinizer for the meeting, to scrutinize the entire E-voting and the voting process in a fair and transparent manner.

Instructions for members for voting electronically are as under:

- (i) The voting period begins on Tuesday, August 7, 2018 (9.00 a.m.) and ends on Thursday, August 9, 2018 (5.00 p.m.). During this period all the shareholders' of the Company, holding shares in dematerialized form as well as physical form, as on the cut-off date i.e. Friday, August 3, 2018 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).· - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.· - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Omfurn India Limited on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

20. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.omfurnindia.com and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to SME Emerge Platform, of National Stock Exchange of India Limited, where the shares of the Company are listed.

22. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.
23. Members are requested to bring attendance slip alongwith the copy of the Annual Report at the meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No 4:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceeds the thresholds prescribed, prior approval of the Shareholders by way of an Ordinary Resolution is required.

Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 4 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties on arm's length basis and in ordinary course of business, is as under:

Name of the Related Party	Nature of Transaction as per Section 188 of the Companies Act, 2013	Name of the Director or Key Managerial Personnel who is interested	Nature of Relationship	Material Terms and particulars of the Contract	Monetary value (in Rs)	Any other information
R.M. Enterprises	Sale of Finished Goods	Rajendra C. Vishwakarma & Mahendra C. Vishwakarma	Rajendra C. Vishwakarma & Mahendra C. Vishwakarma are the partners of the partnership Firm	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	6,28,99,010/-	None
R.M. Enterprises	Purchase of Materials	Rajendra C. Vishwakarma & Mahendra C. Vishwakarma	Rajendra C. Vishwakarma & Mahendra C. Vishwakarma are the partners of the partnership Firm	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	17,68,873/-	None

Except Mr. Rajendra C. Vishwakarma, Mr. Mahendra C. Vishwakarma, Mr. Narendra C. Vishwakarma & their relatives none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 4 of this Notice.

Your Directors recommend the Ordinary Resolution proposed at Item No. 4 of this Notice for your approval.

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

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

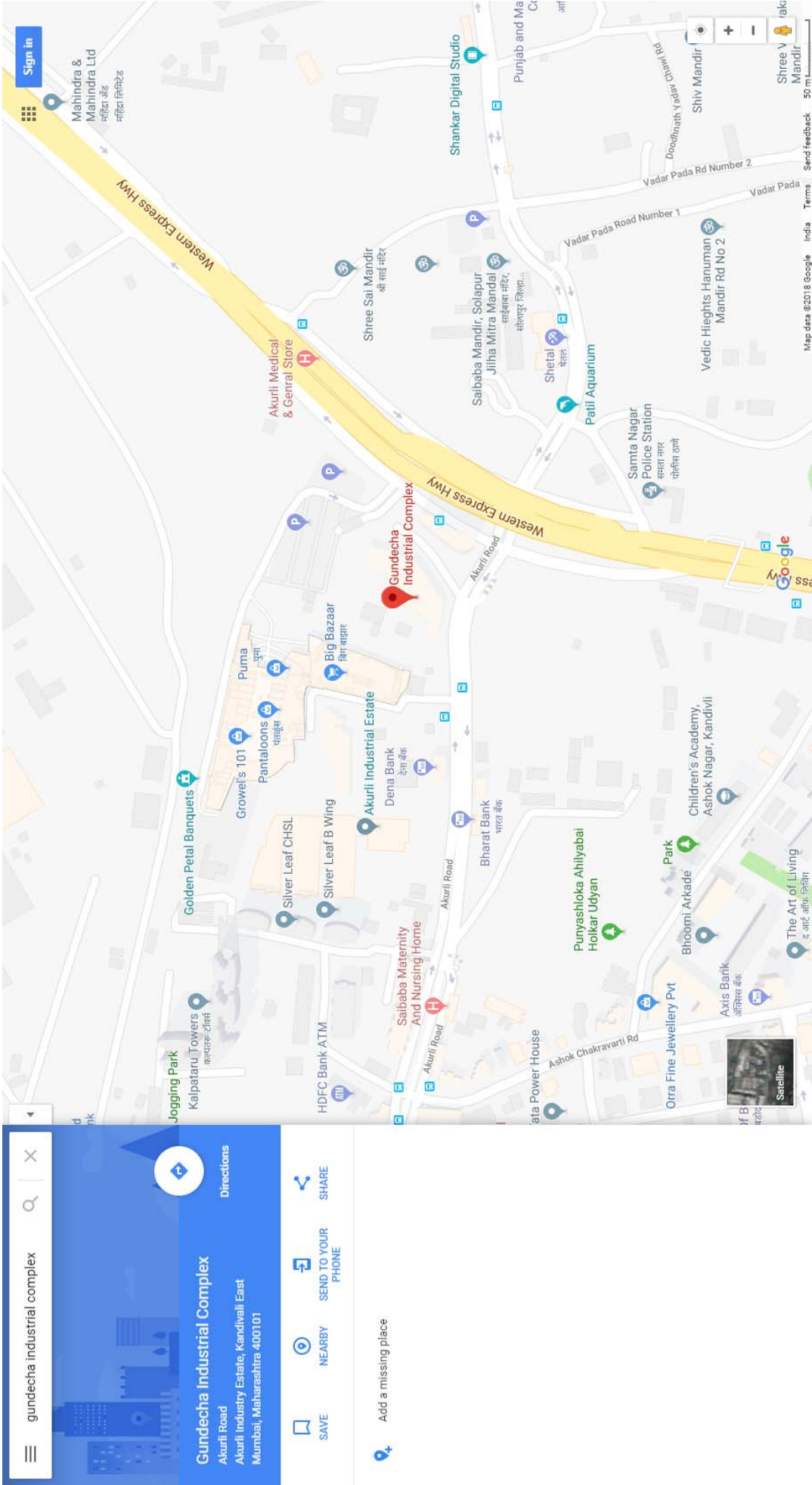
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Mahendra Chitbahal 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

ROUTE MAP TO THE VENUE OF 21st ANNUAL GENERAL MEETING OF
OMFURN INDIA LIMITED

VENUE

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



21st Annual General Meeting
OMFURN INDIA LIMITED

Form No. MGT-11

FORM OF PROXY

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

CIN	U20200MH1997PTC111887
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	
Email ID	
Folio ID / Client ID-DP IF	

I/We, being a member(s) of _____ shares of Omfurn India Limited hereby appoint:

1. Mr./Mrs. _____
Address _____
Email Id: _____
Signature _____
Or Failing him _____
2. Mr./Mrs. _____
Address _____
Email Id: _____
Signature _____
Or Failing him _____
3. Mr./Mrs. _____
Address _____
Email Id: _____
Signature _____
Or Failing him _____

As my/our proxy to attend and vote for me/us on my/our behalf at the 21st Annual General Meeting of the Company to be held on Friday, August, 10, 2018 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	Adoption of Audited Annual Financial Statements		
2	Re-appointment of Mr. Mahendra C. Vishwakama, who retires by rotation		
3	Appointment of Statutory Auditors and fixing their remuneration		
Special Business:			
4	Approval of Material Related Party Transactions		

Signed this _____ day of _____ 2018.

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.

21st Annual General Meeting

OMFURN INDIA LIMITED

ATTENDANCE SLIP

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

I/We record my/our presence at the 21st Annual General Meeting to be held on Friday, August 10, 2018 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.