

MINUTES OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF OMFURN INDIA LIMITED (THE "COMPANY") HELD ON FRIDAY, 9TH AUGUST, 2019 AT 11.00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT 109, GUNDECHA INDUSTRIAL COMPLEX, AKURLI ROAD, KANDIVLI (EAST), MUMBAI - 400 101.

PRESENT

Mr. Narendra Vishwakarma :	Chairman of the Meeting
Mr. Mahendra Vishwakarma :	Whole Time Director and CFO
Mr. Mahesh Panchal :	Director
Mr. Sudhir Shah :	Independent Director
Mr. Umesh Desai :	Independent Director

By Invitation:

Mr. Mitesh Suthar :	C B Mehta & Associates, Chartered Accountants
Mr. Prashant S. Mehta :	Scrutinizer & Secretarial Auditor of
	P Mehta & Associates, Practicing Company Secretaries

The Meeting commenced at 11.00 A.M. and concluded at 11.45 A.M.

The Shareholder present appointed Mr. Narendra Vishwakarma as the Chairman since Mr. Rajendra Vishwakarma was unwell and could not attend the meeting. Mr. Narendra Vishwakarma Chairman occupied the chair and conducted the proceeding. He welcomed the Members to the 22nd Annual General Meeting of the Company and announced that 15 Members were present in person and through proxy. He further informed that the Company has received 3 proxies. After ascertaining that the requisite quorum as required under the provisions of Section 103 of the Companies Act, 2013 was present, he declared the meeting to be in order and the proceedings commenced.

The Chairman introduced the Board Members and CFO seated on the dais, and further informed that Mr. Parag Edwankar and Ms. Sonali Gandre, Directors could not attend the Annual General Meeting as they were travelling.

The Chairman acknowledged the attendance of the representative(s) of Auditors, Mr. Mitesh Suthar, C B Mehta & Associates, Chartered Accountants, and the Scrutinizer, Mr. Prashant S. Mehta, Practicing Company Secretary and the presence of the Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

The Chairman further informed that the Register of Directors, Directors Shareholdings and other relevant Statutory Registers, Statutory Audit Report, Secretarial Audit Report and other records were kept open and accessible for inspection during the continuance of the meeting.

The Chairman, with the consent of the Members, took the Notice convening 22nd Annual General Meeting as read.

The Chairman, thereafter, proceeded with the items of business to be transacted.

The Chairman then read the Auditor's Report on the Annual Accounts for the Financial Year ended 31st March, 2019.


CHAIRMAN'S INITIALS

The Chairman informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility to its members to exercise their right to vote by electronic means on the resolutions as mentioned in its Notice convening 22nd Annual General Meeting dated 08th May, 2019, between Tuesday, 6th August, 2019 (9.00 a.m.) to Thursday, 8th August, 2019 (5.00 p.m.). He informed that the Members who were present at the meeting but have not cast their votes by availing the remote e-voting facility, can cast their vote by use of Ballot paper, which were distributed to the Members present at the meeting.

The Chairman announced that the proceedings of the meeting will close after all the Members present at the meeting have cast their vote through Ballot paper. Results of the voting by Ballot paper and remote E-voting on the Ordinary and Special business as set out in the Notice of 22nd Annual General Meeting will be announced within forty-eight hours of the conclusion of the meeting.

The Chairman invited queries from the Members and all the queries raised by them, were satisfactorily answered by the Chairman in consultation with the Management of the Company.

The Chairman then proceeded with the ordinary and special business set out at items nos.1 to 4 of the Notice in respect of the following items on which the shareholders had voted by E-Voting and ballot paper. The meeting thereafter passed the following resolutions:

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019:

"RESOLVED THAT the Audited Accounts comprising of the Balance Sheet as at 31st March, 2019, Statement of Profit and Loss Account, Cash Flow Statement along with the notes and schedules forming part thereof and the Report of the Directors and Auditors thereon, placed before the meeting, be and are hereby received, approved and adopted.

2. RE-APPOINTMENT OF MR. NARENDRA C VISHWAKARMA (DIN: 00103447), AS A DIRECTOR, RETIRING BY ROTATION:

As this item was relating to his re appointment as a director liable to retire by rotation, he requested Mr. Mahendra Vishwakarma Whole Time Director and CFO to conduct the proceeding. Mr. Mahendra Vishwakarma, Whole Time Director and CFO, took the chair and conducted the proceeding. The following resolution was passed :

"RESOLVED THAT Mr. Narendra C Vishwakarma (DIN: 00103447), Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, on existing terms and conditions of his appointment as approved by the Board."

3. APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR REMUNERATION:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended by Audit committee and approved by the Board, M/s C B Mehta & Associates, Chartered Accountants (ICAI Firm Registration No. 124978W), be and are hereby appointed as Statutory Auditors

of the Company, for a period of two (2) years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company based on the recommendation of Audit Committee."

4. ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the rules thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force), consent of the members be and is hereby accorded for alteration of the object clause of the Memorandum of Association of the Company by substituting the present main object as under:

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.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all acts, file necessary forms with Registrar of Companies and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SUMMARY OF SCRUTINIZER'S REPORT:

On the basis of the Scrutinizer's Report for the voting through Ballot Paper at the 22nd Annual General Meeting held on the 9th August, 2019 and for the remote E-Voting between Tuesday, 6th August, 2019 (9.00 a.m.) to Thursday, 8th August, 2019 (5.00 p.m.) the summary of which is mentioned hereunder, all the resolutions, as set out in item No. 1 to 4 in the Notice of the 22nd Annual General Meeting of the Company, have been duly passed, as per details as under.

Resolution No. 1- Ordinary Resolution	Adoption of Financial Statement for the Year Ended March 31, 2019.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E-Voting	0	0	0	0	0	0	0	0
Total No. of shares on Ballot	38,18,000	100	00	00	38,18,000	100	0	38,18,000
Total	38,18,000	100	0	0	38,18,000	100	0	38,18,000

Resolution No. 2- Ordinary Resolution	Re-appointment of Mr. Narendra C. Vishwakarma , who retires by rotation							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E-Voting	0	0	0	0	0	0	0	0
Total No. of shares on Ballot	29,68,000	100	00	00	29,68,000	100	8,50,000	29,68,000
Total	29,68,000	100	00	00	29,68,000	100	8,50,000	29,68,000

*Note: Mr. Narendra C. Vishwakarma has abstained from voting.

Resolution No. 3- Ordinary Resolution	Appointment of Statutory Auditors and fixing their remuneration.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E-Voting	0	0	0	0	0	0	0	0
Total No. of shares on Ballot	38,18,000	100	00	00	38,18,000	100	0	38,18,000
Total	38,18,000	100	0	0	38,18,000	100	0	38,18,000

Resolution No. 4- Ordinary Resolution	Alteration of Object Clause of Memorandum of Association.							
	Assent	%	Dissent	%	Total	%	Abstained*	Total Votes Cast
Total No. of shares on E-Voting	0	0	0	0	0	0	0	0
Total No. of shares on Ballot	38,18,000	100	00	00	38,18,000	100	0	38,18,000
Total	38,18,000	100	0	0	38,18,000	100	0	38,18,000

Based on the foregoing, the above **Ordinary Resolutions and Special Resolution** voted upon under remote E-Voting and Ballot forms at the meeting were considered as carried with requisite majority.

Mr. Mahendra Vishwakarma, Whole-time Director proposed a vote of thanks to the Chair, and then the Chairman declared the meeting as concluded at 11.45 a.m.

Date: 28th August, 2019
Place: Mumbai


CHAIRMAN