

HELD AT _____ ON _____ TIME _____

MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF OMFURN INDIA LIMITED (THE "COMPANY") HELD ON FRIDAY, 10TH AUGUST, 2018 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. Rajendra Vishwakarma	-	Managing Director, Chairman & Member
Mr. Mahendra Vishwakarma	-	Whole-time Director & Member
Mr. Narendra Vishwakarma	-	Director & Member
Mr. Parag Edwankar	-	Director
Mr. Umesh Desai	-	Director
Mr. Sudhir Shah	-	Director

In Attendance:

Ms. Dhara Shah	-	Company Secretary & Compliance Officer
----------------	---	--

By Invitation:

Mr. Chirag Mehta	-	Mehta Bharat & Associates, Chartered Accountants
Mr. Prashant S. Mehta	-	Scrutinizer & Practicing Company Secretary

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

The Chairman welcomed the Members to the 21st Annual General Meeting of the Company and announced that 15 Members were present in person or through proxy and through authorized representatives. He further informed that the Company has received 1 proxy. 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 Company Secretary seated on the dais, and further informed that Mr. Mahesh Panchal 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. Chirag Mehta, Mehta Bharat & 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 21st Annual General Meeting as read.

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

The Chairman requested Ms. Dhara Shah to read the Auditor's Report on the Annual Accounts for the Financial Year ended 31st March, 2018. Ms. Dhara Shah then read the Auditor's Report.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Ms. Dhara Shah, Company Secretary 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 21st Annual General Meeting dated 11th May, 2018, between Tuesday, 7th August, 2018 (9.00 a.m.) to Thursday, 9th August, 2018 (5.00 p.m.). She 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 21st 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 addressed 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 passed the following resolutions:

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018:

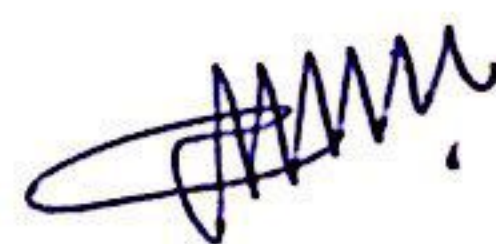
"RESOLVED THAT the Audited Accounts comprising of the Balance Sheet as at 31st March, 2018, Statement of Profit and Loss Account, Cash Flow Statement along with the notes and schedules forming part thereof and the Report of the Directors and Auditors thereon, placed before the meeting, be and are hereby received, approved and adopted.

2. RE-APPOINTMENT OF MR. MAHENDRA C VISHWAKARMA (DIN: 00096586), AS A DIRECTOR, RETIRING BY ROTATION:

"RESOLVED THAT Mr. Mahendra C Vishwakarma (DIN: 00096586), 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, 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."



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

"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 Rs.)
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."

SUMMARY OF SCRUTINIZER'S REPORT:

On the basis of the Scrutinizer's Report for the voting through Ballot Paper at the 21st Annual General Meeting held on the 10th August, 2018 and for the remote E-Voting between Tuesday, 7th August, 2018 (9.00 a.m.) to Thursday, 9th August, 2018 (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 21st 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 31 st March, 2018.							
	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	51,68,000	100	00	00	51,68,000	100	0	0
Total	51,68,000	100	0	0	51,68,000	100	0	0



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Resolution No. 2- Ordinary Resolution	Re-appointment of Mr. Mahendra 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	37,68,000	100	00	00	37,68,000	100	14,00,000	37,68,000
Total	37,68,000	100	00	00	37,68,000	100	14,00,000	37,68,000

*Mr. Mahendra Vishwakarma 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	51,68,000	100	00	00	51,68,000	100	0	0
Total	51,68,000	100	00	00	51,68,000	100	0	0

Resolution No. 4- Ordinary Resolution	Approval of Material Related Party Transactions.							
	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	1,68,000	100	00	00	1,68,000	100	50,00,000	1,68,000
Total	1,68,000	100	00	00	1,68,000	100	50,00,000	1,68,000

*Promoter and promoter group abstained from voting.

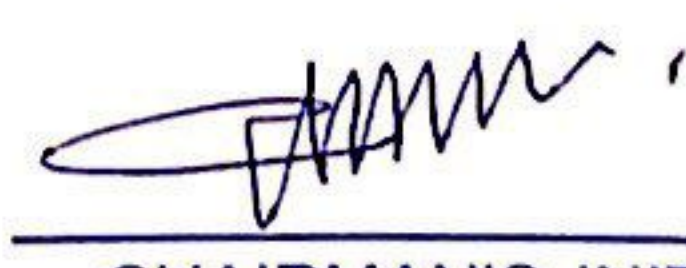
Based on the foregoing, the above Ordinary Resolutions voted upon under remote E-Voting and Ballot forms at the meeting were considered as carried with requisite majority.

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: 27th August, 2018

Place: Mumbai


 CHAIRMAN


 CHAIRMAN'S INITIALS