

**CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and Rule 20 (3) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To  
The Chairman  
26<sup>th</sup> Annual General Meeting of the Members  
Of ORIENTAL VENEER PRODUCTS LIMITED  
held on 27<sup>th</sup> September, 2017 At 12:30 P.M. at  
Aghai (Via) Kalyan Railway Station,  
Thane Maharashtra 421301.

Dear Sir,

I, **Shiv Hari Jalan**, Company Secretary in whole- time Practice appointed as Scrutinizer by the Board of Directors of **Oriental Veneer Products Limited**, ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) under the provision of section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended and poll process under the provision of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) set out in the Notice to the 26<sup>th</sup> Annual General Meeting of the Members of Oriental Veneer Products Limited held on 27th September 2017 At 12.30 P.M. at Aghai (Via) Kalyan Railway Station, Thane Maharashtra 421301, submit my Report as under:

1. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act, 2013 and the Rules framed thereunder relating to Remote e-voting and voting through poll for the resolutions contained in the Notice of the company. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL, authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and based on the Polling Papers received from the shareholders of the Company.
2. In accordance with the Notice of 26<sup>th</sup> Annual General Meeting sent to the Shareholders, the voting through electronic means / remote e-voting period remained open from 24<sup>th</sup> September, 2017 (10.00 AM) to 26<sup>th</sup> September, 2017 (5.00 P.M).
3. The shareholders holding shares as on the "cut-off" date i.e. 20<sup>th</sup> September, 2017 were entitled to vote through e-voting on the proposed resolution(s) as set out in the Notice of 26<sup>th</sup> Annual General Meeting sent to the Shareholders.
4. After the close of period for remote e-voting and before the start of annual general meeting, the details of members, such as their names, folio Nos, Number of shares held, who has casted votes through e-voting, were accessed from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) for the purpose of ensuing that members who have casted their votes through remote e-voting do not vote again at the 26<sup>th</sup> AGM.



**Head Office:** 1055, Level 10, Hubtown Solaris, N.S.Phadke Marg, Andheri (East), Mumbai - 400 069.

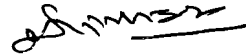
**Branch Office:** 104, Mahavir Building, 44/46, Popatwadi Lane, Kalbadevi Road, Mumbai - 400 002.

✉ shivharijalancs@gmail.com ☎ (022) 2683 6215, 2683 6216, 2683 6235, +91-98690 35834

5. After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in presence of two witnesses who are not in the employment of the company. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling papers were reconciled with the records maintained by M/s Adroit Corporate Services Pvt. Ltd. the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. No poll papers were incomplete and/or defective.
8. The votes for remote e-voting process were unblocked on 27<sup>th</sup> September, 2017 in the presence of two witnesses who are not in the employment of the company. Thereafter, the details containing, inter alia list of equity shareholders, who voted "for" and "against" were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>).
9. The Consolidated result of Remote e-voting and the poll is as under as per annexure 1:

**Place: Mumbai**

**Date: 28.09.2017**

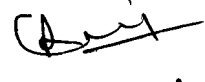


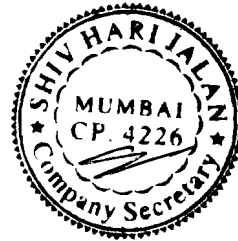
**SHIV HARI JALAN**  
**COMPANY SECRETARY**  
C.P.NO. : 4226  
FCS : 5703

**Witness-1:**

Signature:   
Name: Chiray Bhuttani

**Witness -2**

Signature:   
Name: Rakesh Hiwalekar



Oriental Veneer Products Limited - 26th Annual General Meeting held on 27th September, 2017.

**Combined Results (E-voting and poll)**

**Annexure 1**

**Ordinary Resolution: Item no. 1** - To receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4777817	100.0000	0	0	0	0
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4777818</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution: Item no. 2** - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4777817	100.0000	0	0	0	0
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4777818</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution: Item no. 3** - To declare a Final Dividend of Re. 2/- per Equity Share of Rs. 10/- each:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4777817	100.0000	0	0	0	0
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4777818</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**Ordinary Resolution: Item no. 4 -** To appoint a Director in place of Mr. Karim N. Mithiborwala (DIN:00171326), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4556017	95.3577	0	0	221800	4.6423
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4556018</b>	<b>95.3577</b>	<b>0</b>	<b>0</b>	<b>221800</b>	<b>4.6423</b>

**Ordinary Resolution: Item no. 5 –** To appoint M/s. Amar Nath Sharma & Co., Chartered Accountants as Statutory Auditors to hold office from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting and to fix their remuneration in place of the retiring Auditors M/s. Anil Bansal & Associates and M/s. NBS & Co., Chartered Accountants retiring Auditors:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4777817	100.0000	0	0	0	0
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4777818</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution: Item no. 6:** To appoint Mr. Vali Najmuddin Mithiborwala as a Director of the Company:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4318517	90.3868	0	0	459300	9.6132
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4318518</b>	<b>90.3868</b>	<b>0</b>	<b>0</b>	<b>459300</b>	<b>9.6132</b>



**Special Resolution: Item no. 7:** To appoint Mr. Vali Najmuddin Mithiborwala as the Executive Director of the Company for a period of 5 years w.e.f. 18th August, 2017:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4318517	90.3868	0	0	459300	9.6132
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4318518</b>	<b>90.3868</b>	<b>0</b>	<b>0</b>	<b>459300</b>	<b>9.6132</b>

**Special Resolution: Item no. 8:** To re-appoint Mr. Saleh Najmuddin Mithiborwala as the Executive Chairman and Chief Financial Officer of the Company:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4323217	90.4852	0	0	454600	9.5148
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4323218</b>	<b>90.4852</b>	<b>0</b>	<b>0</b>	<b>454600</b>	<b>9.5148</b>

**Special Resolution: Item no. 9:** To re-appoint Mr. Karim Nooruddin Mithiborwala as the Managing Director of the Company:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	4777817	4556017	95.3577	0	0	221800	4.6423
Poll	1	1	100.0000	0	0	0	0
<b>Total</b>	<b>4777818</b>	<b>4556018</b>	<b>95.3577</b>	<b>0</b>	<b>0</b>	<b>221800</b>	<b>4.6423</b>

