

**SHIV HARI JALAN**  
**B.COM., F.C.A., F.C.S.**  
**COMPANY SECRETARY**

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104, MAHAVIR BUILDING, 44/46, POPATWADI LANE, KALBADEVI, MUMBAI-400002  
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**CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

To  
The Chairman  
24<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Of ORIENTAL VENEER PRODUCTS LIMITED  
held on 30<sup>th</sup> September 2015 At 04.00 P.M. at  
Aghai (via) Kalyan Railway Station, Thane - 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) Rules, 2014 and poll process under the provision of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing agreement entered into by the company with BSE Limited (BSE), on the resolution(s) contained in the Notice to the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of Oriental Veneer Products Limited held on 30<sup>th</sup> day of September, 2015 at 04.00 p.m. at Aghai (Via), Kalyan Railway Station, Thane, 421301, submit my Report as under:

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service providers, for executing the facility of electronic voting to the shareholders of the Company from Sunday the 27th September, 2015 at 9.00 a.m. Indian Standard Time to Tuesday, 29<sup>th</sup> September, 2015 at 5:00 p.m. Indian Standard Time all the resolutions set forth in the AGM notice. The e-voting results were unblocked by me on 30<sup>th</sup> September, 2015 in the presence of two witnesses and the details are given in scrutinizer report on e-voting dated 01<sup>st</sup> October, 2015.

At the 24<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September, 2015, the chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. For further details kindly refer to my Scrutinizer report Form No. MGT-13 dated 01<sup>st</sup> October, 2015.

The results of the e-voting together with that of the Poll is annexed herewith.



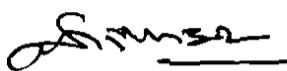
All the resolutions stands passed based on combined result (e-voting and Poll) with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same shall be handed over to the Managing Director for safe keeping.

Thanking you,

Place: Mumbai

Date: 01.10.2015

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



Witness-1:

Signature:

Name: Chirag Bhuptani

Witness -2

Signature:

Name: Vinay Gupta

Oriental Veneer Products Limited - 24<sup>th</sup> annual general meeting held on 30<sup>th</sup> September, 2015.

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

**Annexure**

**Ordinary Resolution: Item no.1** - To receive, consider, approve and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Directors and Auditors thereon; and  
 (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the 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	3039748	3039748	100	0	0	0	0
Poll	540100	540100	100	0	0	0	0
<b>Total</b>	<b>3579848</b>	<b>3579848</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution: Item no.2** - To appoint a Director in place of Mr. Karim Nooruddin Mithiborwala (DIN 00171326) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment:

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	3039748	2817948	92.70	0	0	221800	7.30
Poll	540100	540100	100	0	0	0	0
<b>Total</b>	<b>3579848</b>	<b>3358048</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>221800</b>	<b>6.20</b>

**Ordinary Resolution: Item no.3** - Ratification of appointment of M/s Anil Bansal & Associates, Chartered Accountants and M/s. NBS & Co., Chartered Accountants as Statutory auditors of the company & to fix their remuneration:

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	3039748	3039748	100	0	0	0	0
Poll	540100	540100	100	0	0	0	0
<b>Total</b>	<b>3579848</b>	<b>3579848</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**Ordinary Resolution: Item no.4 - Appointment of Mrs. Deepa Dinesh Raut (DIN: 07177364) as an Independent 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	3039748	3039748	100	0	0	0	0
Poll	540100	540100	100	0	0	0	0
<b>Total</b>	<b>3579848</b>	<b>3579848</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution: Item no.5 - Appointment of Mr. Suresh Govind Mane (DIN: 07247232) as an Independent 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	3039748	3039748	100	0	0	0	0
Poll	540100	540100	100	0	0	0	0
<b>Total</b>	<b>3579848</b>	<b>3579848</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Special Resolution: Item no.6 - To approve Related Party Transactions Under Section 188 of Companies Act, 2013:**

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	3039748	251198	8.26	0	0	2788550	91.74
Poll	540100	540100	100	0	0	0	0
<b>Total</b>	<b>3579848</b>	<b>791298</b>	<b>22.10</b>	<b>0</b>	<b>0</b>	<b>2788550</b>	<b>77.90</b>

