

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **ORIENTAL VENEER PRODUCTS LIMITED** will be held on Tuesday, 30th December, 2014 at 9.30 A.M. at Registered Office of the Company situated at Village Aghai, Via Kalyan Railway Station, Thane -421 301 to transact following business as:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2014.
2. To appoint a Director in place of Mr. Saleh N. Mithiborwala (DIN: 00171171), who retire by rotation at this Annual General Meeting, being eligible has offered himself for re-appointment.
3. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 6 the Companies (Audit and Auditors) Rules, 2014, M/s. Anil Bansal & Associates, Chartered Accountants, Mumbai (Reg.No.100421W) and M/s. NBS & Co. Chartered Accountants Mumbai, (Reg. No. 110100W) be and are hereby re-appointed as Joint Statutory Auditors of the Company for a further period of Three & Two Financial Years respectively subject to ratification at each AGM during the intervening period of the said appointments to hold office from Twenty Third (23) Annual General Meeting until the conclusion of the Twenty Sixth (26) Annual General Meeting & until the conclusion of Twenty Fifth (25) Annual General Meeting of the Company respectively subject to the ratification of the appointment by the Members of the Company at every Annual General Meeting during the intervening as per the provisions of the Companies Act, 2013, the retiring Auditors of the Company on such remuneration as may be agreed upon between the Board of Director or any Committee thereof and the statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

SPECIAL BUSINESS :

4. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Khalid A. Dabilkar bearing DIN 02812682, who was appointed as a Director and liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to 31st December 2019 and not liable to retire by rotation.”

5. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mustufa S. Pardawala (DIN: 02814971), who was appointed as a Director and liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to 31st December 2019 and not liable to retire by rotation.”

6. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee of the Board, and subject to the approval of members , consent of the Board be and is hereby accorded to the appointment of Mr. Saleh N. Mithiborwala (DIN: 00171171) as Whole-time Director designated as Chief Financial Officer of the Company, for a period of 3 (Three) years with effect from 1st January 2015, on the terms and conditions including remuneration as per below details, with liberty to the Board of Directors on the recommendation of Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

“**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the central government to schedule V to the companies Act, 2013, the board of directors be and is hereby authorized to vary the remuneration including salary, perquisites, allowance etc. within such prescribed limits or ceiling and the Agreement between the company and Whole-time Director designated as Chief Financial Officer be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the company in the General meeting.

“**RESOLVED FURTHER THAT** the board be and is hereby authorized to do all such acts, deeds and things and to execute any agreement, document or instruction as may be required to give effects to the aforesaid resolution.”

A. SALARY/PERQUISITE & REIMBURSEMENT: ₹ 1,00,000/- P.M.

B. NATURE OF DUTIES:

- i. He will perform his duties with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- ii. He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- iii. He will adhere to the Company’s Code of Business Conduct & Ethics for Directors and Management Personnel.

C. TERMINATION:

The office of Mr. Saleh N. Mithiborwala (DIN: 00171171) will be terminated forthwith by notice

in writing on the vacation of office of Director by virtue of section 167,169 and other applicable provisions of the Companies Act, 2013 or by giving one month notice in writing by either party.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee of the Board, and subject to the approval of members, consent of the Board be and is hereby accorded to the appointment of Mr. Karim N. Mithiborwala (DIN : 00171326) as Whole-time Director designated as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st January 2015, on the terms and conditions including remuneration as per below details, with liberty to the Board of Directors on the recommendation of Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the central government to schedule V to the companies Act, 2013, the board of directors be and is hereby authorized to vary the remuneration including salary, perquisites, allowance etc. within such prescribed limits or ceiling and the Agreement between the company and Whole-time Director designated as Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the company in the General meeting.

“RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds and things and to execute any agreement, document or instruction as may be required to give effects to the aforesaid resolution.”

A. SALARY/PERQUISITE & REIMBURSEMENT: ₹ 1,00,000/- P.M.

B. NATURE OF DUTIES:

- i. He will perform his duties with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- ii. He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- iii. He will adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

C. TERMINATION:

The office of Mr. Karim N. Mithiborwala (DIN : 00171326) will be terminated forthwith by notice in writing on the vacation of office of Director by virtue of section 167,169 and other applicable provisions of the Companies Act, 2013 or by giving one month notice in writing by either party.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT**, pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations as contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT** the consent of the Company be and is hereby accorded under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to the Board of Directors of the Company to mortgage, hypothecate and/or charge in addition to the existing mortgages/hypothecation/ charges created by the Company on such terms and conditions as the Board may deem fit, on all or any part of movable and/or immovable properties of the Company, wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of any person including but not limited to banks, financial institutions, corporate bodies, trustees of debenture holders and /or any other lending agencies or other persons to secure the loans, debentures and other credit facilities up to ₹ 100.00 Crore (₹ One Hundred Crore only) together with interest, cost, charges, expenses and any other money payable by the Company.

“**RESOLVED FURTHER THAT** the security/(ies) to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Company and concerned parties.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to finalise with such banks/financial institutions/trustees of debenture holders/lending agencies and/or any other person the documents for creating the aforesaid mortgage, hypothecation and/or charge and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments/changes/variations thereto from time to time as it may think fit.”

10. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT** the consent of the Company be and is hereby accorded under the provisions of section 180 (1)(c) of the Companies Act, 2013, to the Board of Directors of the Company borrowing, from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free

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reserves as defined u/s 2(43) of Companies Act, 2013, provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the sum up to ₹ 100.00 Crore (₹ One Hundred Crore only) at any one time.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or two or more of them together be and is/are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments/changes/variations thereto from time to time as it may think fit.”

Thane, November 28, 2014

By order of the Board
For Oriental Veneer Products Limited

Registered Office :

Village Aghai, Via Kalyan Railway Station
Thane -421 301

Karim N. Mithiborwala
(DIN : 00171326)
Chairman & Managing Director

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 27th December 2014 to 30th December 2014 (both days inclusive).
5. The Register of Directors and key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
6. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id compliance.ovpl@gmail.com for quick and prompt redressal of their grievances.
7. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
8. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by appropriate authorities to the Annual General Meeting.
9. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
10. Members are requested to intimate change in their address immediately to M/s Adroit Corporate Services Private Ltd., the Company's Registrar and Share Transfer Agents, at their office at 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai 400 059.

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11. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Adroit Corporate Services Private Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you're the quarterly reports and other communication via email.
15. Copies of Annual Report 2014 are being sent by electronic mode only to all the members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2014 are being sent by the permitted mode.
16. The Notice for the 23rd AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting. For members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode.
17. The shareholders can also access the Annual Report 2013-14 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.ovpl.co.in or on Stock Exchange websites, which is www.bseindia.com.
18. Additional Information pursuant to Clause 49 of Listing Agreement with Stock Exchanges in respect of the Directors seeking appointments at the AGM, are furnished and forms a part of Notice. The Directors have furnished the requisite consents / declarations for their appointment.
19. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
20. Members are requested to quote Folio Number/DP ID & Client ID in their correspondence.
21. The Equity shares of the Company are listed on BSE Limited and Listing Fees for the financial year 2014-2015 have been paid to BSE.

Thane, November 28, 2014

By order of the Board
For Oriental Veneer Products Limited

Registered Office :

Village Aghai, Via Kalyan Railway Station
Thane -421 301

Karim N. Mithiborwala
(DIN : 00171326)
Chairman & Managing Director

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 4

Mr. Khalid A. Dabilkar was appointed on the Board of Directors of the Company on 31st March 2003. He is an Independent Director & has held office as such for more than 5 years. The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of the Independent Directors. In view of the same, it is proposed to appoint Mr. Khalid A. Dabilkar as Independent Director under Section 149 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years up to 31st December 2019.

Mr. Khalid A. Dabilkar is not disqualified from being appointed as the Independent Director in terms of Section 164 of the Act; he has also furnished his consent to act as the independent Director of the Company. Also, the Company has received the Notices from its Members in accordance with the Section 160 of the Act proposing the candidature of him for the office of Director of the Company.

The Company has also received declarations from Mr. Khalid A. Dabilkar that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Khalid A. Dabilkar fulfills the conditions for appointment as Independent Director as specified in the Act as well as under the Listing Agreement. Mr. Khalid A. Dabilkar is Independent of the Management.

Copy of the draft letters for the appointment of Mr. Khalid A. Dabilkar as Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the other Directors except, Mr. Khalid A. Dabilkar may be deemed to be concerned or interested in the said Resolution financially or otherwise in any way.

The Board recommends resolution for approval by members.

ITEM NO. 5

Mr. Mustufa S. Pardawala was appointed on the Board of Directors of the Company on 31st March 2003. He is an Independent Director & has held office as such for more than 5 years. The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of the Independent Directors. In view of the same, it is proposed to appoint Mr. Mustufa Saifuddin Pardawala as Independent Director under Section 149 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years up to 31st December 2019.

Mr. Mustufa S. Pardawala is not disqualified from being appointed as the Independent Director in terms of Section 164 of the Act; he has also furnished his consent to act as the Independent Director of the Company. Also, the Company has received the Notices from its Members in accordance with the Section 160 of the Act proposing the candidature of him for the office of Director of the Company.

The Company has also received declarations from Mr. Mustufa S. Pardawala that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Mustufa S. Pardawala fulfills the conditions for appointment as Independent Director as specified in the Act as well as under the Listing Agreement. Mr. Mustufa S. Pardawala is Independent of the Management.

Copy of the draft letters for the appointment of Mr. Mustufa S. Pardawala as Independent Director setting

out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the other Directors except, Mr. Mustufa S. Pardawala may be deemed to be concerned or interested in the said Resolution financially or otherwise in any way.

The Board recommends resolution for approval by members.

ITEM NO. 6

Based on the recommendation of Nomination & Remuneration Committee the Board of Directors of the Company appointed Mr. Saleh N. Mithiborwala as whole-time Director designated as Chief Financial Officer of your Company.

Mr. Saleh N. Mithiborwala, aged 45 years is Commerce Graduate and is associated with the Company for more than 10 years. He has vast experience and expertise in Production Administration and Internal Control.

Mr. Saleh N. Mithiborwala was appointed as a Whole-time Director designated as Chief Financial Officer of the Company, for a period of 3 (Three) years with effect from 1st January 2015.

As part of the initiative to create enduring guidance for the Company, the Board of Directors of the Company subject to the approval of members, on the recommendation of Nomination & Remuneration Committee at their meeting held on May 30, 2014, had approved the appointment of Mr. Saleh N. Mithiborwala as Whole-time Director designated as Chief Financial Officer of the Company for a period of Three years commencing from 1st January 2015 on the terms and conditions and remuneration as set out in Resolution No. 6 of the accompanying notice.

The Resolution No. 6 may be treated as a written memorandum setting out the terms of re-appointment of Mr. Saleh N. Mithiborwala under Section 190 of the Companies Act 2013.

Brief resume of Mr. Saleh Najmuddin Mithiborwala, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the notice convening this meeting.

Mr. Karim N. Mithiborwala being Whole Time Director designated as Managing Director of the Company is a relative of the Chief Financial Officer of the Company & is interested in the resolution, and may be deemed to be interested to the extent of his shareholding interest, if any, in the resolution set out at Item No. 6 the Notice, which pertain to appointment and remuneration payable to Mr. Saleh N. Mithiborwala.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends resolution for approval by members.

ITEM NO. 7

Based on the recommendation of Nomination & Remuneration Committee the Board of Directors of the Company appointed Mr. Karim N. Mithiborwala as whole-time Director designated as Managing Director of your Company for a period of 3 (Three) years with effect from 1st January 2015.

Mr. Karim N. Mithiborwala was appointed as the Director of the Company on 29th October, 1999. Mr. Karim N. Mithiborwala, aged 51 years is a Commerce Graduate and is associated with the Company for more than a decade.

He has vast experience and expertise in Production Administration and Internal Control and has functional expertise in the areas of handling Purchases.

Mr. Karim N. Mithiborwala was appointed as a Whole-time Director designated as Managing Director of the Company, As part of the initiative to create enduring guidance for the Company, the Board of Directors of the Company subject to the approval of members, on the recommendation of Nomination & Remuneration Committee at their meeting held on May 30, 2014, had approved the appointment of Mr. Karim N. Mithiborwala as Whole-time Director designated as Managing Director of the Company for a period of Three years commencing from 1st January 2015 on the terms and conditions and remuneration as set out in Resolution No. 7 of the accompanying notice.

The Resolution No. 7 be treated as a written memorandum setting out the terms of re-appointment of Mr. Karim N. Mithiborwala under Section 190 of the Companies Act 2013.

Brief resume of Mr. Karim N. Mithiborwala, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the notice convening this meeting.

Mr. Saleh N. Mithiborwala being Whole Time Director designated as Chief Financial Officer of the Company is a relative of the Managing Director of the Company & is interested in the resolution, and may be deemed to be interested to the extent of his shareholding interest, if any, in the resolution set out at Item No. 7 the Notice, which pertain to appointment and remuneration payable to Mr. Karim N. Mithiborwala.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends resolution for approval by members

ITEM NO. 8

The Articles of Association (“AoA”) of the Company as presently was incorporated in the year 1991. The existing AoA is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuer’s (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

A copy of the draft of new Articles of Association is available for inspection to the members at the company’s registered office on any working days during business hours up to 29th December 2014.

The Board recommends resolution for approval by members.

ITEM NO. 9 AND 10

Under the erstwhile Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company, with the consent of the shareholders obtained by an Ordinary Resolution could borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Likewise, under the erstwhile Section 293(1) (a) to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company, Ordinary Resolution was required.

Under the provisions of Section 180 of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company and to create mortgages/ charges/ hypothecation. The borrowing limit is proposed to be fixed at ₹ 100.00 Crore in view of the expansion plans of the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 and 10 of the Notice.

The Board commends the Resolution at Item No. 9 and 10 of the Notice for approval of the shareholders by a Special Resolution.

Details of Director seeking appointment / re-appointment in the 23rd Annual General Meeting on 30th December 2014 (in term of Clause 49 of the Listing Agreement)

Name of Director	Mr. Khalid A Dabilkar	Mr. Mustufa S. Pardawala
Date of Birth	15 th January 1966	3 rd June 1964
Date of Appointment on Board	31 st March 2003	31 st March 2003
Qualification	B. Com, Graduate	B. Com, Graduate
Experience	Experience in Company Law and Legal Matters.	Rich experience of above 18 Years in Company Law, Financial & Money market as well as expertise in Accounting & Taxation matters.
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 1 st Jan 2015 up to 31 st Dec 2019	5 Years commencing from 1 st Jan 2015 up to 31 st Dec 2019
Shareholding in Company	60,300 Equity Shares	Nil
Relationship with the Company	Not Any	Not Any
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Not Any	Not Any

Thane, November 28, 2014

By order of the Board
For Oriental Veneer Products Limited

Registered Office :

Village Aghai, Via Kalyan Railway Station
Thane -421 301

Karim N. Mithiborwala
(DIN : 00171326)
Chairman & Managing Director

Directors' Report

To The Members,

Your Directors have pleasure in presenting the 23rd Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2014.

(₹ in Lac)

Financial Results	Year Ended 31.03.2014	Year Ended 31.03.2013
Revenue from Operations	7147.86	6827.28
Profit before Tax & Extra-ordinary items	103.68	89.21
Less : Provision for Taxation (including Deferred Tax)	55.21	14.54
Profit after Tax	48.47	74.67

OVERVIEW OF ECONOMY

A survey by global consultancy firm Ernst & Young (E&Y) sees India as the world's most attractive investment destination. With the opening up of foreign direct investment (FDI) in several sectors, India is today an eye-catching destination for overseas investors. The relaxation of norms by the government has created a vast opportunity for foreign players, who are competing for a greater role in the Indian market. Sectors projected to do well in the coming years include automotive, technology, life sciences and consumer products.

India has also become a hotbed for research and development (R&D) and the country is now a preferred destination for automotive R&D, as per a study on the Global Top 500 R&D spenders by globalization advisory and market expansion firm, Zinnov. The study noted that there was strong potential for growth in areas such as engineering analytics and that significant talent could be found in 'Deccan Triangle' region, which encompasses Pune, Bangalore and Hyderabad.

The World Bank has projected an economic growth rate of 5.7 per cent in FY15 for India, due to a more competitive exchange rate and several significant investments going forward.

India is the third biggest economy in the world in terms of purchasing power parity (PPP), according to a World Bank report. The country was ranked 10th in the previous survey conducted in 2005.

The stakes held by foreign institutional investors (FII) in Indian companies touched a record high in the fourth quarter of FY 14. The estimated value of FII holdings in India stands at US\$ 279 billion.

OVERALL PERFORMANCE & OUTLOOK

Gross revenue from operations remained at ₹ 7147.86 Lac in comparison to last years' figure of ₹ 6827.28 Lac. In term of Net Profit, the same was of ₹ 48.47 Lac in comparison to last years' net profit of ₹ 74.67 Lac.

Your Company is into the business of Railway supply of veneer and its allied products and is one of the empanelled vendors of Indian Railways. The Company is into the manufacturing activities of Wood based resin impregnated densified Laminated Boards (COMPREG).

The outlook for the current year is challenging mainly due to sluggish economy. However, your Company expects to grow despite the adverse environment due to its commitment to members of the Company.

DIVIDEND

Due to lack of sufficient profit and looking to the future challenges and to the implementation of expansion plan, Your Directors do not recommend any Dividend for the year under review.

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. Saleh Najmuddin Mithiborwala (DIN: 00171171) Director retire by rotation and being eligible offer himself for re-appointment. Directors recommend his re-appointment.

Mr. Afzal A. Patel Director who retires by rotation and being eligible; but does not offer himself for re-appointment.

As per Section 149(4) of the Companies Act, 2013, which came into effect from April 1, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Accordingly, resolution proposing appointment Mr. Khalid A. Dabikar, Mr. Mustufa S. Pardawala as Independent Directors, forms part of the Notice of the Annual General Meeting and the Company has received requisite notices in writing under Section 160 of the Companies Act, 2013

The Company has received declarations from all the Independents Directors of the Company confirming that they meet with the criteria of Independents as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013, your Company is required to appoint Key Managerial Personnel. Accordingly, your Company has appointed its Key Managerial Personnel viz. based on the recommendation of Nomination & Remuneration Committee the Board of Directors of your Company at their Board Meeting held on 30th May, 2014 has appointed Mr. Karim N. Mithiborwala as whole time Director designated as Managing Director for a period of Three Years w.e.f. 1st January 2015 & Mr. Saleh N. Mithiborwala as Whole Time Director designated as Chief Financial Officer for a period of Three Years w.e.f. 1st January 2015 subject to the approval of Shareholders at the forthcoming Twenty Third Annual General Meeting. The Board recommends their appointments.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annual accounts, for the year ended 31st March 2014, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records

ORIENTAL VENEER PRODUCTS LIMITED

in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

4. The Directors had prepared the annual accounts on a going concern basis.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in information and technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

M/s. Anil Bansal & Associates, Chartered Accountants, Mumbai (Reg. No. 100421W) and M/s. NBS & Co. Chartered Accountants Mumbai, (Reg. No. 110100W) Joint Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible to offer themselves for re-appointment. Letters under Section 141(3) (g) of the Companies Act, 2013 regarding their eligibility for the proposed appointments have been obtained from them. Your Directors recommend their appointment

PARTICULARS OF EMPLOYEES

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

PARTICULARS UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956

The Company is engaged in the business of manufacturing veneer and its allied products. The information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, the information required under section 217(1)(e) of the Companies Act, 1956 is reported to be as under:

MURBAD UNIT- ELECTRICITY	2013-2014	2012-2013
Electricity Purchased [Units (KWH)]	954616	882460
Total Amount (₹)	6768561	7308375
Average Rate (₹)	7.09	8.28
Consumption Per Unit of Production		
Production (Units)	Refer Note*	Refer Note*
Cost of Electricity Consumption (₹) / Unit.	Refer Note*	Refer Note*

*Due to nature of the products of the company, a detail of unit per product is unascertainable.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Details regarding the Foreign Exchange earnings & outgo are given in Notes to Account No. 34, 35, 36 & 37 in the Audited Annual Accounts of the Company.

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PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and the Listing Agreement with the BSE Limited. Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Thane, November 28, 2014

By order of the Board
For Oriental Veneer Products Limited

Registered Office :

Village Aghai, Via Kalyan Railway Station
Thane -421 301

Karim N. Mithiborwala
(DIN : 00171326)
Chairman & Managing Director