

NOTICE

Notice is hereby given that the Twenty Fourth Annual general meeting of the members of **Oriental Veneer Products Limited** will be held on Wednesday, September 30, 2015 at 4.00 P.M. at Aghai (via) Kalyan Railway Station, Thane, Maharashtra - 421301 to transact the following business:

Ordinary Business:

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.
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 re-appointment.
3. To consider and if 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 of the of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014 framed there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the recommendations of the audit committee of the board of direct and pursuant to the resolution passed by the members at the AGM held on 30th December, 2014, the appointment of M/s Anil Bansal & Associates, Chartered Accountants (ICAI Firm Registration No.100421W) and M/s NBS & Co. Chartered Accountants, Mumbai (Reg. No. 110100W) as the Statutory Auditors of the Company to hold office till the conclusion of the 26th AGM of the company to be held in the calendar year 2017 and 25th AGM of the company to be held in the calendar year 2016 respectively be and is hereby ratified and that the board of directors be and is hereby authorised to fix the remuneration plus service tax, out-of pocket travelling and living expenses, etc., payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors and such remuneration as may be agreed between the auditors and Board of Directors.”

Special Business:

4. **Appointment of Mrs. Deepa Dinesh Raut (DIN: 07177364) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Deepa Dinesh Raut (DIN: 07177364), who was appointed as an Additional Director cum Independent Director of the Company by the Board of Directors with effect from 26th May, 2015, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and whose term of office expires at the Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing her candidature for office of Director, be and hereby appointed as a Non-executive Independent Director of the Company and to hold office for a term up to 25th May, 2020 pursuant to Section 149, 152, 160 and other applicable

ORIENTAL VENEER PRODUCTS LIMITED

provisions if any, of the Companies Act, 2013 and the Rules thereunder, who shall not be liable to retire by rotation at the Annual General Meeting.”

5. Appointment of Mr. Suresh Govind Mane(DIN: 07247232) as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Suresh Govind Mane (DIN: 07247232), who was appointed as an Additional Director cum Independent Director of the Company by the Board of Directors with effect from 13th June, 2015, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and whose term of office expires at the Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing her candidature for office of Director, be and hereby appointed as a Non-executive Independent Director of the Company and to hold office for a term up to 12th June 2020 pursuant to Section 149, 152, 160 and other applicable provisions if any, of the Companies Act, 2013 and the Rules thereunder, who shall not be liable to retire by rotation at the Annual General Meeting.”

6. Approval of Related Party Transactions:

To consider, and if thought fit, to pass, with or without modification, following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, consent of Shareholders be and is hereby accorded with respect to the transactions with related parties the details of which are as mentioned below:

Name of the Related Party	Nature of Relationship	Particulars of Contract	Period	Maximum amount of transaction in financial year (₹)
Oriental Technocraft Private Limited	Entity in which Director is interested	Purchase of materials	1 st April 2015 to 31 st March 2018	20.00 Crore
Oriental Technocraft Private Limited	Entity in which Director is interested	Sale of materials	1 st April 2015 to 31 st March 2018	30.00 Crore

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute such documents including filing of e-Form MGT 14 with Registrar of Companies, deeds and writings as may be necessary to give effect to the above resolutions”

Thane, August 14, 2015

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

ORIENTAL VENEER PRODUCTS LIMITED

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 14. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Karim Nooruddin Mithiborwala (DIN 00171326), Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commend his re-appointment. Brief resume of Director is given here under:

Sr. No	Particular	Details
1	Name of Director	Mr. Karim Nooruddin Mithiborwala
2	DIN	00171326
3	Date of Appointment	29/10/1999
4	No. of Shares Held of Company as on 31 st March 2015	221800
5	Directorship in other Company	NIL
6	Chairman/Member of Committees of Companies	Member of Nomination and Remuneration Committee of Oriental Veneer Products Limited
7	Qualification	B.Com
8	Functional Area	Managing Director

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA for consolidation into single folio.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive).
10. The members holding shares in the dematerialized mode are requested to intimate all changes with respect to their address, bank details, mandate, nomination, power of attorney, etc. to their depository participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to members.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Hence Members are requested to register their e-mail addresses with the Company by sending their details relating to name, folio no./DP Id/Client Id to the company's email ID.
12. Members are requested to address all correspondence, to the registrar and share transfer agents, Adroit Corporate Services Pvt. Ltd. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059
13. Members/Proxies/authorised representatives are requested to bring their attendance slip along with their copy of annual report at the meeting.
14. **Information and other instructions relating to e-voting are as under:**
 - (i) The e-voting period begins on Sunday the 27th September, 2015 (9.00 a.m. Indian Standard Time) and ends on Tuesday the 29th September, 2015 (5.00 p.m. Indian Standard Time). During this period, the members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically.
 - (ii) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
 - (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) 23rd September, 2015.
 - (iv) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
 - (v) The company has appointed Shri. Shiv Hari Jalan, a whole time practicing Company Secretary as the scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 23rd September, 2015.
 - (vi) The scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in

ORIENTAL VENEER PRODUCTS LIMITED

the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman.

- (vii) The chairman shall declare the result of the voting forthwith. The results declared along with the scrutinizer's report shall be placed on the company's website www.ovpl.co.in and on the website of CDSL and shall simultaneously forward the results to stock exchange i.e BSE Limited.
- (viii) Voting will be provided to the members through e-voting and/or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.
- (ix) The shareholders should log on to the e-voting website www.evotingindia.com.
- (x) Click on Shareholders.
- (xi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (xii) Next enter the Image Verification as displayed and Click on Login.
- (xiii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (xiv) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company. Please enter number of shares held by you as on the cut-off date in the Dividend Bank details.

- (xv) After entering these details appropriately, click on "SUBMIT" tab.

- (xvi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xvii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xviii) Click on the EVSN for the relevant ORIENTAL VENEER PRODUCTS LIMITED on which you choose to vote.
- (xix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xx) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xxi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xxii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xxiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xxiv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxv) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

ORIENTAL VENEER PRODUCTS LIMITED

(xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Thane, August 14, 2015

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 (1) of the companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

The Board of Directors had appointed Mrs. Deepa Dinesh Raut as Additional Independent Director of the Company w.e.f. 26.05.2015 pursuant to section 161 of the Companies Act, 2013 and Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, Mrs. Deepa Dinesh Raut will hold office till Ensuing AGM. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Deepa Dinesh Raut for the office of Independent Director, under the provisions of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, that came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent director. Such Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

Thus it is proposed to re-appoint Mrs. Deepa Dinesh Raut for a term up to 25.05.2020.

Mrs. Deepa Dinesh Raut, non-executive director of the company, has given a declaration to the board that she meets the criteria of independence as per section 149(6) of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members for the terms stated above.

None of the Directors, except the proposed appointees in resolution concerning their individual appointment.

Brief resume of Mrs. Deepa Dinesh Raut

Sr. No	Particular	Details
1	Name of Director	Mrs. Deepa Dinesh Raut
2	DIN	07177364

ORIENTAL VENEER PRODUCTS LIMITED

3	Date of Appointment	26.05.2015
4	No of Shares Held of Company	NIL
5	Directorship in other Company	NIL
6	Chairman/Member of Committees of Companies	Member of Nomination and Remuneration Committee and Audit Committee of Oriental Veneer Products Limited
7	Qualification	B.Com
8	Inter-Se Relationship	None
9	Functional Area	Independent Director

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

The Board of Directors had appointed Mr. Suresh Govind Mane as Additional Independent Director of the Company w.e.f. 13.06.2015 pursuant to section 161 of the Companies Act, 2013 and Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Suresh Govind Mane will hold office till Ensuing AGM. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Suresh Govind Mane for the office of Independent Director, under the provisions of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, that came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent director. Such Independent Director shall be appointed for not more than two terms of five years each and shall not liable to retire by rotation.

Thus it is proposed to re-appoint Mr. Suresh Govind Mane for a term up to 12.06.2020.

Mr. Suresh Govind Mane, non-executive directors of the company, have given a declaration to the board that she meet the criteria of independence as per section 149(6) of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members for the terms stated above.

None of Directors, except the proposed appointees in resolution concerning their individual appointment.

Brief resume of Mr. Suresh Govind Mane

Sr. No	Particular	Details
1	Name of Director	Mr. Suresh Govind Mane
2	DIN	07247232
3	Date of Appointment	12.06.2010
4	No of Shares Held of Company	NIL
5	Directorship in other Company	NIL
6	Chairman/Member of Committees of Companies	Member of Nomination and Remuneration Committee and Audit Committee of Oriental Veneer Products Limited
7	Qualification	B.Com
8	Inter-Se Relationship	None
9	Functional Area	Independent Director

ORIENTAL VENEER PRODUCTS LIMITED

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members

ITEM NO. 6

i. Information and Facts about proposed Resolutions:

The Company submits the following information as per Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 with respect to the transactions with related party for taking appropriate decision for approval of the proposed resolution as set out in the Item No.6 of the Notice of the meeting by way of special resolution.

Name of Related party	Name of the Director(s) or key managerial personnel who is related	Nature of relationship	Nature of Contract & Arrangement	Particulars and Material Terms of Contract & Arrangement	Proposed Monetary value of Contract & Arrangement
Oriental Technocraft Private Limited	All the Directors are related to the said related party	Entity in which Director is interested	Purchase of materials.	Purchase of materials.	₹ 20.00 Crore
Oriental Technocraft Private Limited	All the Directors are related to the said related party	Entity in which Director is interested	Sale of materials	Sale of materials	₹ 30.00 Crore

ii. The nature of concern or interest, financial or otherwise in respect of proposed Resolution :

- a. Directors: Directors are interested as mentioned above.
- b. Relatives of Directors and Key Managerial Personnel: The relatives of Directors are interested as Directors are interested as mentioned above.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Thane, August 14, 2015

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