

**ORIENTAL VENEER PRODUCTS LIMITED**

**CIN:** L02005MH1991PLC060686

**Registered Office:** Aghai (Via) Kalyan Railway Station, Thane, Maharashtra 421301

Tel No. (022) 61389400 Fax No.(022) 61389401

**Website:** [www.ovpl.co.in](http://www.ovpl.co.in); **E-mail:** [compliance.ovpl@gmail.com](mailto:compliance.ovpl@gmail.com)

**NOTICE**

**27<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Oriental Veneer Products Limited will be held on Thursday, August 23, 2018 at 12.30 p.m. at Aghai (Via) Kalyan Railway Station, Thane, 421301, Maharashtra to transact the following businesses:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of Auditors thereon.
3. To declare a Final Dividend of ₹ 2/- per Equity Share of face value of ₹ 10/- each for the financial year 2017-18.
4. To appoint a Director in place of Mr. Vali N. Mithiborwala (DIN: 00171255) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS :**

**5. Approval for Related Party Transactions**

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors of the Company for entering into related party transactions, with M/s. Oriental Technocraft Private Limited and M/s. Trishala Veneer Private Limited, as detailed in table set out under Item 5 in the explanatory statement annexed to this notice, on such terms and conditions as may be mutually agreed upon, for a period of three years from April 01, 2018 to March 31, 2021, upto a maximum amount of ₹ 50 Crore for each financial year provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

6. **To approve Alteration of the Object Clause of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to the approval of Shareholders in general meeting, consent of the Board of Directors of the Company be and is hereby accorded for alteration of object clause of the company by substituting the heading of clause III (A) and III (B) with following clauses to make it in line with the companies Act, 2013:

III (A) The objects to be pursued by the company on its incorporation are:

III (B) Matters which are necessary for furtherance of the objects specified in clause III (A) are:

**RESOLVED FURTHER THAT** the Clause III (A) of the Memorandum of Association of the company be and is hereby altered by inserting sub-clause 2 and 3 after the existing sub-clause 1 as under:

- 2) To carry on business of manufacturers of, dealers in, exporters and importers of all types of Railway Rolling Stocks, Wagons and other similar such products.
- 3) To carry on business of manufacturers dealers, exporters, importers, agents, distributors and merchants in upholstery, Artificial Leather and Rexene required by automobiles and vehicles of all kinds.

**RESOLVED FURTHER THAT** the Clause III (B) of the Memorandum of Association of the company be and is hereby altered by inserting following sub-clauses 47 to 49 after the existing sub-clause No. 46.

47. To carry on the business of civil engineers, mechanical engineers, structural engineers, auto-mobile engineers and engineers in all branches of work whatsoever known to engineering, steel makers, fabricators, iron founders, welders, tool makers, brass, tin, copper, aluminum and other metal founders, sheet metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wheel-wrights, metallurgists, castings, pressings, forging, stamping, steel makers, wire fitters, saddlers, galvanisers, enamellers, electroplaters, painters, japanners, appealers, silverplaters, nickelplaters, varnishers, painters, vulcanisers, packing case makers, containers, drums, pressure vessels in all their respective branches, enamellers, smelters, and to buy, sell, export, import, manufacture, maintain, repair, convert, alter, let on loan or hire and deal in metals, plant and equipment, machinery of all kinds, tools, appliances, instruments, implements, rolling stock, mechanical, electrical, scientific appliances, devices, apparatus and hardwares.

48. To carry on the business of manufacturers, processors, drawers, re-rollers, converters, enamellers, galvanisers, electroplasters, anodisers, importers, exporters, buyers, sellers, stockists, distributors, and/or otherwise dealers of all types of wires, cables, conductors, strips, sheets tubes, rods, formed section manufactured by extrusion or otherwise made of aluminum, copper, brass, bronze, zinc, lead, tin, iron and steel and of all other ferrous and non-ferrous metals, its alloys and to buy, sell, import, export, manufacture, process, repair, convert, take on lease or on hire, let on hire, act as agents, distributors or otherwise deal in such products their raw materials, stores, packing materials, by-products, and allied commodities, machineries rolling stock, tools.
49. To acquire, purchase, maintain, buy, sell, or dispose of land, building, factories, workshops, foundries, mills, equipments, machinery, plant, components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, shops, departmental stores offices, cellars, vaults , wagons , powerstations ,gas works, water works, water tanks, staff and workers quarters, road, ways, sidings, bridges and other works.

**RESOLVED FURTHER THAT** other objects mentioned in the clause III (C) of the Memorandum of Association of the company be and are hereby deleted.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution."

**7. To approve amendment in Liability Clause of the memorandum of association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of Shareholders in general meeting, consent of the Board of Directors of the Company be and is hereby accorded to alter the liability clause of the Memorandum of Association of the Company by substituting the existing Clause IV with the following:

Clause IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**By Order of the Board of Directors  
For Oriental Veneer Products Limited**

Priya Bhagat  
Company Secretary

Date: July 11, 2018  
Place: Mumbai

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Business under Item Nos. 5 to 7 of the Notice, is annexed hereto.
2. **A member entitled to attend and vote at the annual general meeting is entitled to appoint proxy to attend and vote on poll instead of himself / herself and such proxy need not be a member of the company.**

**Proxies in order to be effective must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting. Proxy form should be duly completed, stamped and signed.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 a proxy and such person shall not act as a proxy for any other person or member.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 17, 2018 to Wednesday, August 22, 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
4. The dividend on equity shares as recommended by the Board of Directors, if approved by the Members

at the Annual General Meeting, will be paid to those Equity Shareholders whose names appear in the Register of Members / Register of Beneficial Owners as at the close of business hours on Thursday, August 16, 2018.

5. In order to enable the Company to remit dividend electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc., members are requested to provide / update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque. The said information should be submitted to the Company or RTA, if the shares are held in physical form and to the concerned Depository Participants ("DP"), if the shares are held in electronic form.
6. Corporate members intending to send their authorized representative(s) are requested to send to the Company a duly certified copy of the resolution passed by the Board of Directors under Section 113 of the Companies Act, 2013 authorising their representatives to attend the meeting.
7. Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings, the relevant details of Director seeking re-appointment are provided in the Annexure to this Notice.
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their

- shareholding in the Company are requested to submit Form SH-13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.
9. In case of joint members attending the Annual General Meeting ("AGM"), the member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote, in case first holder has not done e-voting.
10. Members holding shares:
- a) in electronic / (demat) form are advised to inform the particulars of their bank account, change of address and E-mail address to their respective Depository Participant ("DP") only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Adroit Corporate Services Private Limited cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc. and such instructions are required to be given directly by the members to their DP.
- b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail address to RTA.
11. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / RTA.
12. NRI Members are requested to:
- a) change their residential status on return to India permanently.
- b) Furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
13. To support Green Initiative and disseminate all the communication promptly, members who have not registered their E-mail addresses are requested to register the same with the DP/RTA in respect of shares held in electronic /physical mode respectively for receiving all the communications including Annual Reports, Notices, etc., by email. Email addresses made available by the DP/RTA will be treated as registered email address for serving notices/documents.
14. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant original share certificates to the Company's RTA for doing the needful.
15. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA.
16. Members are requested to note that in case of transfer of shares held in physical form, submission of self-attested photocopy of PAN card of the transferee(s) as well as transferor(s) is

mandatory along with the Transfer Deed(s) and Original Share Certificate(s) at the time of lodgement of transfer of shares.

17. Electronic copy of the Annual Report for the Financial Year 2017-18 along with the Notice of the 27<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2017-18 along with the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.
18. Copies of any documents referred to in the Notice and Explanatory Statement are available for inspection at the registered office of the Company on all days except Saturdays, Sundays or public holidays between 2.00 p.m. to 4.00 p.m. upto the date of Annual General Meeting (AGM) and also at the AGM.
19. A Route Map to reach the venue of 27<sup>th</sup> AGM is given at the end of Notice.

### **E-voting:**

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' (e-voting from a place

other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 27<sup>th</sup> Annual General Meeting of the Company.

### **General Instructions :**

- a) It is hereby clarified that it is not mandatory for a Member to vote using e-voting facility. The facility for voting, through ballot / polling paper shall also be made available at the venue of the 27<sup>th</sup> AGM. The Members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the AGM, but shall not be entitled to cast their vote again at the AGM.
- b) The voting rights of shareholders shall be in proportion to the shares held by them, of the Paid up Equity Share Capital of the Company as on cutoff date i.e. Thursday, August 16, 2018.
- c) Shiv Hari Jalan, Practising Company Secretary (Membership No.: 5703 ; CP No: 4226) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.
- d) The Scrutinizer shall submit his report, to the Executive Chairman, within Forty Eight hours from the conclusion of the Annual General Meeting.
- e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company [www.ovpl.co.in](http://www.ovpl.co.in) and shall simultaneously be communicated to the Stock Exchange i.e. BSE Limited.

**Members are requested to follow the instructions below to cast their vote electronically:-**

- i) The remote e-voting period begins on **Monday, August 20, 2018 at 10.00 a.m.** (IST) and ends on **Wednesday, August 22, 2018 at 5.00 p.m.** (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 16, 2018 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Wednesday, August 22, 2018.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- iv) Click on "Shareholders" tab to cast your vote.
- v) 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

viii) If you are a first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>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. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
Dividend Bank Details  OR  Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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 also to be 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for **Oriental Veneer Products Limited** on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE" link if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- xviii) If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx) SEBI vide its circular dated July 05, 2018 has declared that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
- xxi) Note for Non – Individual Shareholders and Custodians :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com)

and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- 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.

xxii) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, August 16, 2018 may follow the same instructions as mentioned above for e-Voting or send a request at [Compliance.ovpl@gmail.com](mailto:Compliance.ovpl@gmail.com).

However, if such member is already registered with CDSL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL. The same can be done by using "Forgot user Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

xxiii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xxiv) Notice of the Annual General Meeting is also displayed at [www.ovpl.co.in](http://www.ovpl.co.in) or at [www.evotingindia.com](http://www.evotingindia.com).

**In case a member receives physical copy of the Notice [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:**

1. Please follow all steps from sl. no. (i) to sl. no. (xxii) above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot / Poll paper at AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail.
3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 5**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has prescribed seeking of shareholders'

approval for material related party transactions.

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as under:

<b>Name of Related party</b>	<b>Name of the Director(s) or key managerial personnel (KMP) who is related</b>	<b>Nature of relationship</b>	<b>Nature of Contract &amp; Arrangement</b>	<b>Particulars and Material Terms of Contract &amp; Arrangement</b>	<b>Proposed Monetary value of Contract &amp; Arrangement</b>
Oriental Technocraft Private Limited	Saleh Najmuddin Mithiborwala and Vali Najmuddin Mithiborwala	Entity in which KMP exercises significant influence or their relatives	Purchase of materials	Contract for purchase of raw material shall be on a continuous basis.	Estimated value of transactions is expected to be ₹. 50 crores for each Financial year.
			Sale of materials	Contract for Sale of raw material shall be on a continuous basis.	Estimated value of transactions is expected to be ₹. 50 crores for each Financial year.
Trishala Veneer Private Limited	Vali Najmuddin Mithiborwala	Entity in which KMP exercises significant influence or their relatives	Purchase of materials	Contract for purchase of raw material shall be on a continuous basis.	Estimated value of transactions is expected to be ₹. 50 crores for each Financial year.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on said resolution.

None of the Directors and Key Managerial Personnel of the Company or their

respective relatives, other than those mentioned above, is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends passing of the resolution as Special Resolution.

**ITEM NO. 6**

Your company intends to expand and diversify its present scope of operations and it is proposed to venture into new activities (as mentioned in resolution stated at Item No. 6 of the Notice) of which, the company has good potential with respect to the future prospects. The proposed alteration to the main objects and objects ancillary or incidental to the attainment of the main objects of the memorandum of association shall enable the company to expand its activities and venture into new areas of business. The Board of Directors, at their meeting held on July 11, 2018 has approved the alteration of Memorandum of Association of the Company.

In order to comply with the provisions of section 4, 13 and other applicable provisions of the Companies Act, 2013, the Company needs to delete the other object clause from the memorandum of association.

In terms of Section 13 of the Companies Act, 2013, approval of members in general meeting by way of special resolution is required to alter Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of the Memorandum of Association as proposed in accompanying resolution. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their

respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**ITEM NO. 7**

In order to comply with the provisions of Section 4(1)(d)(i) of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Liability Clause of the Memorandum of Association as proposed in accompanying resolution. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors**  
For **Oriental veneer Products Limited**

Priya Bhagat  
Company Secretary

Date: July 11, 2018  
Place: Mumbai

**Annexure to AGM Notice**

**Additional Information on Director recommended for appointment/ re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015**

**1. Appointment of Mr. Vali Najmuddin Mithiborwala:**

<b>Name of the Director</b>	Vali Najmuddin Mithiborwala
<b>DIN</b>	00171255
<b>Age</b>	53 years
<b>Brief Resume (including qualification and experience) and nature of expertise in functional areas</b>	Mr. Vali N Mithiborwala has a graduate degree from Mumbai University and has more than 31 years of experience in Industrial products industry.
<b>Directorships held in other public Companies [excluding foreign and private Companies]</b>	Nil
<b>Memberships / Chairmanships of Audit &amp; Stakeholders Relationship Committees of other Public Companies</b>	Nil
<b>Number of shares held in the Company as on March 31, 2018</b>	4,59,300 Equity Shares of ₹ 10/- each
<b>Inter-se relationship with other Directors</b>	Mr. Vali Najmuddin Mithiborwala is brother of Mr. Saleh Najmuddin Mithiborwala.

**ROUTE MAP TO THE 27<sup>TH</sup> ANNUAL GENERAL MEETING VENUE**

**Venue :** Aghai (Via) Kalyan Railway Station, Thane, Maharashtra 421301.

**Distance from Atgaon Railway Station :** 16.2 km



## IMPORTANT COMMUNICATION

### GREEN INITIATIVE

Pursuant to the provisions of the Companies Act, 2013, notice of General Meetings, Annual Report and other important communications may be sent by electronic mode to the members of the Company.

To support green initiative, Members holding shares in physical form are requested to provide their e-mail Id to the Company and also update their e-mail id, if there is a change.

Members holding shares in dematerialized form are requested to update their e-mail id with the Depository Participants (DPs).

We are confident that you will support this green initiative of not printing the Annual Report on paper. However if you so desire, you can request for physical copy of the Annual Report by marking your request to [compliance.ovpl@gmail.com](mailto:compliance.ovpl@gmail.com)

### DIVIDEND

Members who have not yet registered their bank details for receiving dividend in electronic mode shall register the same at earliest to enable the Company to remit dividend by electronic transfer.

## ORIENTAL VENEER PRODUCTS LIMITED

**CIN:** L02005MH1991PLC060686

**Registered Office:** Aghai (Via) Kalyan Railway Station, Thane, Maharashtra 421301

**Tel No.:** (022) 61389400

**Fax No.:** (022) 61389401

**Website:** [www.ovpl.co.in](http://www.ovpl.co.in)

**E-mail:** [compliance.ovpl@gmail.com](mailto:compliance.ovpl@gmail.com)

## ATTENDANCE SLIP

**27<sup>th</sup> Annual General Meeting on Thursday, August 23, 2018 at 12.30 p.m.**

<b>Registered Folio No./ DP ID-Client ID :</b>	
<b>Name and Address of the Member :</b>	
<b>Name of Joint holder(s) :</b>	
<b>No. of Equity Shares held :</b>	

I/We hereby record my/our presence at the 27<sup>th</sup> Annual General Meeting of the Company held on Thursday, August 23, 2018 at 12.30 p.m. at Aghai (Via) Kalyan Railway Station, Thane-421301, Maharashtra.

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Name of the Member / Proxy

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Signature of Member /Proxy

### Notes:

1. Only Member/ Proxy holder can attend the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

**ORIENTAL VENEER PRODUCTS LIMITED**

**CIN:** L02005MH1991PLC060686

**Registered Office:** Aghai (Via) Kalyan Railway Station, Thane, Maharashtra 421301

**Tel No.:** (022) 61389400

**Fax No.:** (022) 61389401

**Website:** [www.ovpl.co.in](http://www.ovpl.co.in)

**E-mail:** [compliance.ovpl@gmail.com](mailto:compliance.ovpl@gmail.com)

**PROXY FORM- MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the member (s) : _____
Registered address : _____
E-mail Id : _____
Client Id/ Regd. Folio No : _____
DP ID : _____

I/We, being the member (s) of .....shares of Oriental Veneer Products Limited, hereby appoint

1. Name:..... Address : .....  
E-mail Id: ..... Signature:....., or failing him
2. Name:..... Address : .....  
E-mail Id: ..... Signature:....., or failing him
3. Name:..... Address : .....  
E-mail Id: ..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup>Annual General Meeting of the Company to be held on Thursday, August 23, 2018 at 12.30 p.m. at Aghai (Via) Kalyan Railway Station, Thane-421301, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated here in below:

Item No.	Resolution
	<b>Ordinary Business</b>
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with Report of Auditors thereon.

3.	To declare a Final Dividend of ₹ 2/- per Equity Share of ₹ 10/- each.
4.	To appoint a Director in place of Mr. Vali N. Mithiborwala (DIN:00171255), who retires by rotation and being eligible offers himself for re-appointment.
<b>Special Business</b>	
6	Approval of Related Party Transactions.
7	Alteration of Object Clause of the Company.
8	Amendment in the Liability Clause of the Memorandum of Association of the Company.

Signed this ..... day of ..... 2018

Affix Revenue Stamp Rs. 1/-
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Signature of Shareholder(s): .....

Signature of Proxy holder(s): .....

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. before 12.30 p.m. on August 21, 2018.