



Oriental Veneer Products Ltd.

**27 th
Annual Report
2017 - 2018**

INSIDE THIS REPORT

CORPORATE OVERVIEW

Corporate Information- **1**
Financial Highlights- **2**
Letter to shareholders- **3**

GOVERNANCE

5 - Directors Report
34 -Corporate Governance Report

MANAGEMENT REVIEW

Management Discussion and Analysis- **53**

STANDALONE FINANCIAL STATEMENTS

57 -Independent Auditors' Report on Financial Statements
65 -Balance Sheet
66 -Statement of Profit and Loss
67 -Statement of Changes in Equity
68 -Cash Flow Statement
69 -Notes to the Financial Statements

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report on Consolidated Financial Statements- **95**
Consolidated Balance Sheet- **100**
Consolidated Statement of Profit and Loss- **101**
Consolidated Statement of Changes in Equity- **102**
Consolidated Cash Flow Statement- **103**
Notes to the Consolidated Financial Statements- **104**

SHAREHOLDERS INFORMATION

132 -Notice of Annual General Meeting
144 -Attendance Slip
145 -Proxy Form

CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Saleh Mithiborwala
Chairman & Chief Financial Officer

Mr. Karim Mithiborwala
Managing Director

Mr. Vali Mithiborwala
Executive Director

Independent Directors

Mr. Mustufa Pardawala

Mr. Suresh Mane

Mrs. Deepa Raut

Company Secretary

Ms. Priya Bhagat

Statutory Auditors

M/s. Amar Nath Sharma & Co.
Chartered Accountants
834, IJMIMA Complex, Link Road,
Malad (West), Mumbai-400064.

Secretarial Auditors

Mr. Mohd. Akram
Practising Company Secretary

Registrar & Share Transfer Agent

Adroit Corporate Services Private Limited
17-20, Jafferbhoy Industrial Estate,
Makhwana Rd, Marol, Andheri East,
Mumbai-400059.

Registered Office & Plant Locations

Aghai (Via) Kalyan Railway Station,
Thane-421301, Maharashtra, India.

Corporate Office

16, Mascarenhas Road, Mazgaon,
Mumbai 400010, Maharashtra, India.

Subsidiary Companies

Oriental Foundry Private Limited

Shop No.17, Rizvi Park Co-Operative
Housing Society, E Wing, S. V. Road,
Santacruz (W), Mumbai-400054,
Maharashtra, India.

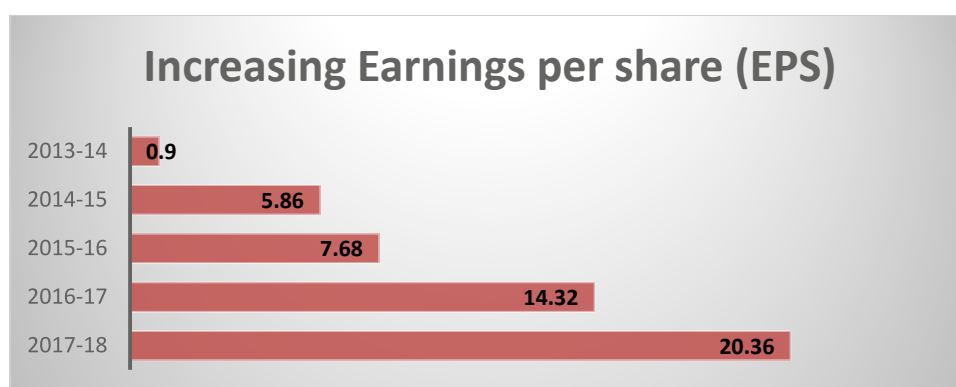
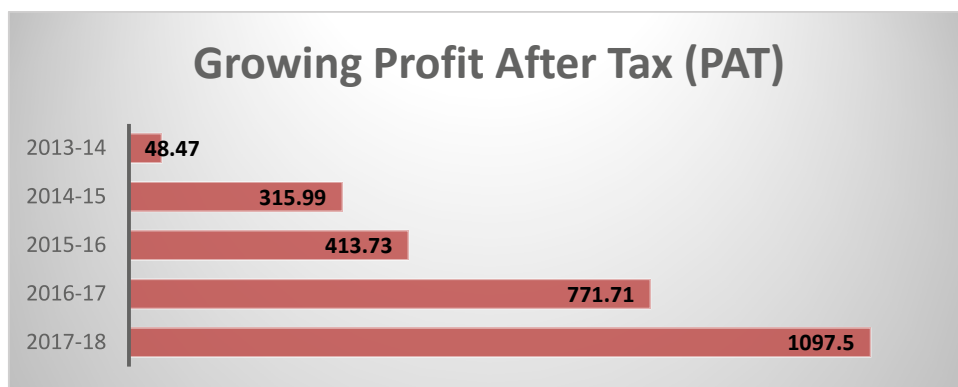
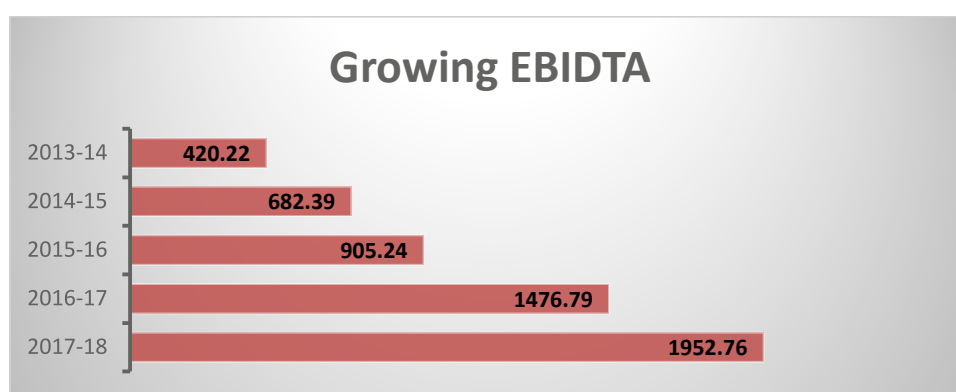
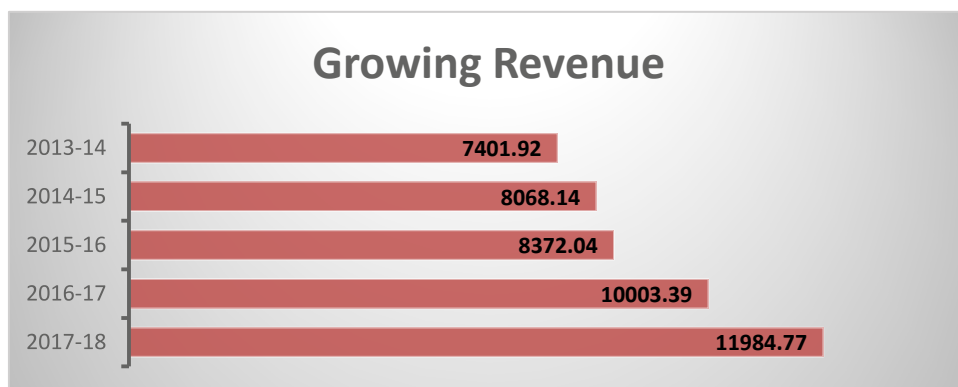
Bankers

The Saraswat Co-op Bank Ltd.

The Shamrao Vithal Co-op Bank Ltd.

HDFC Bank Ltd.

STANDALONE FINANCIAL HIGHLIGHTS



(₹ in Lakhs, except EPS)

FROM THE EXECUTIVE CHAIRMANS' DESK

Dear Shareholders,

It gives me a great pleasure to present before you another set of good numbers with a few highest ever in your Company's history, in the face of a challenging business environment.

Your company has reported 'highest' on various parameters, that is, Revenue, EBIDTA and Profit after Tax.

Committed to Deliver

I am happy to share that our performance reflects the inherent fundamental strengths of our business. On a Standalone basis, the Company achieved Total Revenue of ₹ 11,984.77 Lakhs as against ₹ 10,003.39 Lakhs in the previous year, thereby registering a growth of 19.81%. EBIDTA for the year under review was ₹ 1952.76 Lakhs, representing a growth of 32.23%. The net profit for the year ended March 31, 2018 increased from ₹ 771.71 Lakhs to ₹ 1097.50 Lakhs, showing a remarkable growth of 42.22%.

The consolidated Total Revenues enhanced to ₹ 13,499.89 Lakhs in 2017-18 as against ₹ 10,573.32 Crores in previous year, resulting in a growth of 27.68%. Net profit for FY 2017-18 stood at ₹ 1164.62 Lakhs and Earnings Per Share at ₹ 21.61.

Dividend

The Board has recommended final dividend @20% (i.e. ₹ 2 per equity share of face value of ₹ 10/- each) for

the year 2017-18 subject to approval of members.

Capacity Expansion

Innovation cannot be an end in itself. It has to reach customers across geographies and fulfill their needs. To meet the growing demand for innovative products from our customers, we have aggressively focused on scalability. During the year, the company has set up a Silicone Foam plant with an expenditure of ₹ 65 Lakhs having capacity of ₹ 15 Lakhs/kg per annum, in the existing factory premises of the company at Aghai, Kalyan. The foam is an another variant of seat & berth used by Indian Railways.

Way Forward

As the Indian railway is the largest buyer of the Company's product, any change in policies of Indian Railways whether positive or negative, has a direct impact on the Company's business. The Government of India has focused on investing on railway infrastructure by making investor-friendly policies. It has moved quickly to enable Foreign Direct Investment (FDI) in railways to improve infrastructure for freight and high-speed trains. Government of India's focus on infrastructure is a major factor which will accelerate growth of Railway Industry.

The future of the industry looks promising as the total capital and development expenditure of Railways

has been pegged at ₹ 1.48 Lakh crores in the Budget 2018-19.

Our Focus of engaging deeply with our customers has helped us to continuously outpace the industry. Going forward, we will continue to focus on cost efficiencies, quality control, market penetration and technology upgradation. We will also concentrate on expanding the value-added product portfolio by focusing more on innovation in line with changing aspirations of society.

Acknowledgments

Overall, it was another year of sustained high performance with considerable achievements across our business. None of this would have been possible without the dedication and determination of our people. I would like to thank each and every employee and those working with us across the value chain for their commitment and service to the Company.

Many Thanks
Saleh Mithiborwala

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of your Company together with the audited financial statements and the Auditors' Report for the financial year ended March 31, 2018.

(₹ in Lakh, except EPS)

Particulars	Standalone		Consolidated	
	2017-18	2016-17*	2017-18	2016-17*
Total Revenue	11984.77	10003.39	13499.89	10573.32
EBIDTA	1952.76	1476.79	2147.23	1753.94
Less: Finance Cost	167.87	176.42	271.49	331.16
Less: Depreciation	94.78	97.85	253.32	254.33
Profit before Tax	1690.11	1202.52	1622.42	1168.45
Tax Expenses	592.60	430.81	457.80	396.08
Net Profit	1097.50	771.71	1164.62	772.37
Other comprehensive income (net of tax)	-	(48.47)	-	(48.47)
Total Comprehensive income	-	723.24	-	723.90
Basic & Diluted EPS (in `)	20.36	13.42	21.61	13.43

Operational and Financial Performance Overview

During the Financial year 2017-18, On a standalone basis, Revenue from Operations increased to ₹ 11,769.53 Lakhs as against ₹ 9,811.72 Lakhs in the previous year, resulting in a growth of 19.95%. EBIDTA for the year under review was ₹ 1952.76, representing a growth of 32.23%. The Profit After Tax for the current year is ₹ 1097.50 Lakhs against ₹ 771.71 Lakhs, showing a remarkable growth of 42.22%.

On a consolidated basis, the group achieved Revenue from Operations of ₹ 13,268.61 Lakhs as against ₹ 10,379.43

Lakhs in the previous year, thereby registering a growth of 27.84%. EBIDTA during the year has shown a growth of 22.42%. The Net Profit After Tax during year under review increased from ₹ 772.37 Lakhs to ₹ 1164.62 Lakhs, registering a growth of 50.79%.

The Earnings per share improved from ₹ 13.43 in the previous year 2016-17 to ₹ 21.61 in the current year on a consolidated basis.

Dividend

During the year under review, your Directors are pleased to recommend final dividend @ 20% (₹ 2/- per equity share of ₹ 10/- each) for the approval of shareholders at the ensuing Annual General Meeting. If approved, the total dividend payout for the year under review will be 20% amounting to ₹ 129.76 Lakh (including dividend distribution tax).

Share Capital

During the year under review, there was no change in equity share capital of the Company. Your Company has not issued any equity shares with differential voting rights or sweat equity shares. Further, your Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme.

Adoption of Indian Accounting Standards

In accordance with the notification issued by the Ministry of Corporate Affairs (MCA), your Company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act,

2013 read with rule 3 of the Companies (Indian Accounting Standards Rules, 2015) and Companies (Indian Accounting Standards) Amendment Rules, 2016 with effect from April 01, 2017. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014.

Accordingly, your Company has adopted Indian Accounting Standard ("Ind AS") with effect from April 01, 2017 with the transition date of April 01, 2016 and the Financial Statements for the year ended March 31, 2018 have been prepared in accordance with Ind AS. The financial statements for the year ended March 31, 2017 have been restated to comply with Ind AS to make them comparable.

The MCA notification also mandates that Ind AS shall be applicable to Indian Subsidiary Companies, Joint Venture or Associates of the Company. Hence, your Company and its Indian Subsidiaries have prepared and reported financial statements under Ind AS w.e.f. April 01, 2017, including restatement of the opening balance sheet as at April 01, 2016.

The effect of the transition from IGAAP to Ind AS has been explained by way of reconciliation in the Standalone and Consolidated Financial Statements.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and forms part of this Annual Report.

A copy of the Audited Financial Statements of the Subsidiaries shall be made available for inspection at the Registered Office of the Company during business hours on any working day upto

the Annual General Meeting. Any shareholder interested in obtaining a copy of separate Financial Statements of the subsidiaries shall make specific request in writing to the Company Secretary. The Audited Financial Statements of the subsidiaries are also available on the website of the Company at www.ovpl.co.in.

Subsidiaries

As on March 31, 2018, the Company has 1 Wholly Owned subsidiary namely Oriental Foundry Private Limited. The Company does not have any Associate Company pursuant to the provisions of the Companies Act, 2013.

As on March 31, 2018, turnover stood at ₹ 1657.48 Lakhs and the Company incurred a profit of ₹ 67.11 Lakhs.

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial position of subsidiary is given in Form AOC-1 set out as "Annexure 1" to this Report.

The Company has framed a policy for determining material subsidiaries, which can be accessed at <http://www.ovpl.co.in/companydetails/Policy%20of%20Material%20Subsidiaries.pdf>.

Directors and Key Managerial Personnel

At the Annual General Meeting of the Company held on September 27, 2017, Mr. Saleh N. Mithiborwala, Executive Chairman and Chief Financial Officer and Mr. Karim N. Mithiborwala, Managing Director were re-appointed for a period of five years w.e.f. January 01, 2018. Mr. Vali N. Mithiborwala, Executive Director was appointed for a period of five years w.e.f. August 18, 2018.

Pursuant to the provisions of Section 152 of Companies Act 2013, Mr. Vali Mithiborwala (DIN: 00171255), Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for the re-appointment. The Board recommends his re-appointment for consideration of the members at the ensuing Annual General Meeting. Members are requested to refer the Notice of the ensuing Annual General Meeting for brief profile and other related information of Mr. Vali Mithiborwala, Director retiring by rotation.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Listing Regulations.

In terms of Section 203 of the Companies Act, 2013, as on March 31, 2018, Mr. Saleh N Mithiborwala, Chief Financial Officer, Mr. Karim N Mithiborwala, Managing Director, Mr. Vali N. Mithiborwala, Executive Director and Ms. Priya Bhagat, Company Secretary are Key Managerial Personnel (KMP) of the Company.

Number of Board Meetings

During the year under review, Six (6) Board Meetings were held viz on May 26, 2017, August 18, 2017, September 14, 2017, December 14, 2017, January 24, 2018 and March 20, 2018. The maximum interval between any two Board meetings did not exceed 120 days.

Company's Policy on Appointment and Remuneration of Directors

Your Company has adopted Nomination and Remuneration Policy for the appointment and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The

Nomination and Remuneration Policy is given in the Corporate Governance Report.

Annual Evaluation of Board Performance and its Committee and Directors

Criteria of performance evaluation of the Board of Directors including Independent Directors are laid down by the Nomination and Remuneration Committee of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the committees and performance of all Directors based on the parameters specified in the Corporate Governance Report. A structured questionnaire containing the parameters of performance evaluation was circulated to all the Directors. A separate meeting of Independent Directors of the Company was held on August 18, 2017 in which Independent Directors inter-alia reviewed performance of Executive Chairman and other Non-Independent Directors. The Board expressed their satisfaction with the evaluation process.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state and confirm that:

1. in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. such accounting policies as mentioned in the notes to the Financial Statements for the year ended March

31, 2018 have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;

3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual financial statements for the year ended March 31, 2018 have been prepared on a going concern basis;
5. internal financial controls to be followed by the Company have been laid down and that the said financial controls were adequate and were operating effectively;
6. Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

Corporate Social Responsibility (CSR)

Your Company recognizes the vital role played by society at large in its growth and development and strives to discharge its social responsibility as a corporate citizen.

Pursuant to the provisions of Section 135 of the Companies Act, 2013, CSR is applicable to the Company from the financial year 2017-18 and the Board has constituted a CSR Committee headed by Mr. Saleh Mithiborwala as the Chairperson of the Committee. Mr. Karim Mithiborwala

and Mr. Mustufa Pardawala are members of the CSR Committee.

The required disclosure as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules 2014 is set out as "Annexure 2" to this Report.

Your Company has adopted a Corporate Social Responsibility (CSR) policy in compliance with the provisions of the Act and is available on web-link <http://www.ovpl.co.in/companydetails/Corporate%20Social%20Responsibility%20Policy.pdf>.

Audit Committee

As on March 31, 2018, the Audit Committee comprises of Mr. Mustafa Pardawala as Chairman, Mrs. Deepa Raut and Mr. Suresh Mane and Mr. Saleh Mithiborwala. More details about the Audit Committee are given in Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

Statutory Auditors

At the Annual General Meeting of the Company held on September 27, 2017, M/s. Amar Nath Sharma & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company, subject to ratification by the members at each Annual General Meeting.

The Companies (Audit and Auditors) Second Amendment Rules, 2018 dated May 7, 2018 have omitted the requirement of ratification of the Auditors and hence the same shall not be subject to the member's approval henceforth. M/s. Amar Nath Sharma & Co. shall hold office from

the conclusion of the 27th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company.

M/s. Amar Nath Sharma & Co. have confirmed their eligibility and qualification required under section 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.)

Auditors' Report

The Auditors' Report on standalone and consolidated financial statements forms part of the Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks, disclaimer or emphasis of matter. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

Internal Audit

M/s. Vinod Agarwal & Co., Chartered Accountants are Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules thereunder, the Board has appointed Mr. Mohd. Akram, Practicing Company Secretary to conduct Secretarial Audit of the Company for the year ended March 31, 2018. The Secretarial Audit Report issued by them in Form No. MR-3 set out as "Annexure 3" to this Report. The

Secretarial Audit Report does not contain any qualifications, reservations or adverse remark.

Segment

The Company operates only in a single segment i.e. Indian Railway Products Segment.

Public Deposits

During the year under review, your Company has not accepted any deposits from public, under Chapter V of the Companies Act, 2013.

Corporate Governance Report

As per Regulation 34(3) read with Schedule V of the Listing Regulations, your Company has complied with the requirements of corporate governance. A Corporate Governance Report along with Statutory Auditors' Certificate confirming its compliance for the year ended March 31, 2018 is provided separately and forms integral part of this Annual Report.

Management Discussion and Analysis Report

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis containing information inter-alia on industry trends, your company's performance, future outlook, opportunities and threats for the year ended March 31, 2018, is provided in a separate section forming integral part of this Annual Report.

Extract of Annual Return

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013, extract of the Annual Return as on March 31, 2018 in Form MGT-9 is annexed as "Annexure 4" to this Report.

Related Party Transactions

Related Party Transactions entered during FY 2017-18 were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. No related party transaction was in conflict with the interest of the Company. As prescribed by Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of contracts/arrangements with Related Parties are given in Form AOC-2, set out as "Annexure 5" to this Report.

The prior omnibus approval of Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee on a quarterly basis. Your Company has adopted a policy on Related Party Transactions. The policy as approved by the Board has been uploaded on the Company's website and can be accessed at <http://www.ovpl.co.in/companydetails/Related%20Party%20transaction%20Policy.pdf>.

Particulars of Loans Given, Investments Made, Guarantees, Securities under Section 186 of the Companies Act, 2013

Since the Company is in the business of providing Infrastructural facilities, provisions of Section 186 except sub-section 1 of the Companies Act, 2013 is not applicable to the company.

Notes to the Financial Statements contain details of investment made by the Company.

Risk Management

Your Company has adopted Risk Management system for risk identification, assessment and mitigation. Major risks identified by the Company are

systematically addressed through mitigating actions on a continuous basis.

Some of the risks that the Company is exposed to are financial risks, commodity price risk, regulatory risks and economy risks. The Internal Audit Report and Risk Management Framework is reviewed by the Audit Committee.

Vigil Mechanism / Whistle Blower Policy

The Whistleblower Policy has been approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations.

Your Company has established a vigil mechanism for the Directors and employees of the Company to report concerns about unethical behavior, actual or suspected incidents of fraud or violation of Code of Conduct. The details of Vigil Mechanism/ Whistle Blower Policy are provided in the Corporate Governance Report.

Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee.

During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on March 31, 2018.

Conservation of Energy, Technology Absorption & Foreign Exchange Earning & Outgo

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under Section 134(3) (m) of the Companies Act, 2013 read with rules thereunder is given in "Annexure 6" forming part of this Report.

Particulars of Employees and Related Disclosures

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration of Directors, Key Managerial Personnel and other related disclosure is given as "Annexure 7" to this Report.

Information required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 viz. Details of top ten employees of the Company in terms of remuneration drawn during 2017-18 and particulars of employees drawing remuneration in excess of the limits specified in Rule 5(2) of said rules is provided in Annexure forming part of this report. As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members of the Company excluding the said Annexure. Any member interested in obtaining a copy of said Annexure may write to the Company Secretary at the Registered Office of the Company. The said annexure will be available for inspection by the members at the Registered Office of the Company twenty one days before and upto the date of ensuing Annual General Meeting during the business hours on working day.

Internal Financial Controls with respect to the Financial Statements

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorisation of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process with regular monitoring of expenses and Internal audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

Significant or Material Orders passed by the Regulators/Courts

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Material Changes and Commitments affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2017-18 and the date of this report.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no

transactions on these items during the year under review or said items are not applicable to the Company:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise or issue of sweat equity share.
2. Details of payment of remuneration or commission to Managing Director of the Company from any of its subsidiaries as the Company, as no such payment were made.
3. Voting rights which are not directly exercised by the employees in respect of shares for the subscription /purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

Acknowledgements

Your Directors wish to place on record their appreciation for dedicated service and contribution made by the employees of the Company at all levels.

Your Directors would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from its customers, suppliers, investors, bankers, financial institutions, business partners and other stakeholders.

On behalf of the Board of Directors

SALEH MITHIBORWALA

Chairman and Chief Financial Officer
DIN: 00171171

Date: July 11, 2018
Place: Mumbai

Annexure 1

Form No. AOC-1

**Statement containing salient features of the financial statements of
Subsidiaries / Associates / Joint Ventures**

(Pursuant to the first proviso to sub-section (3) of section 129 read with Rule 5 of Companies
(Accounts) Rules, 2014)

PART A – SUBSIDIARIES

(₹ in Lakhs)

1.	Name of the subsidiary	Oriental Foundry Private Limited
2.	The date since when subsidiary was acquired	November 19, 2014
3.	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	April to March
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign Subsidiaries	Not Applicable
5.	Share capital	875.00
6.	Reserves & surplus	(21.46)
7.	Total assets	10,002.50
8.	Total Liabilities	9148.96
9.	Investments	0.01
10.	Turnover	1657.48
11.	Profit before taxation	(67.68)
12.	Provision for taxation (Deferred Tax)	134.80
13.	Profit after taxation	67.11
14.	Proposed Dividend	Nil
15.	Extent of shareholding	100%

Notes:

1. There are no Subsidiaries which are yet to commence operations.
2. There are no subsidiaries which have been liquidated or sold during the year 2017-18.

PART B - ASSOCIATES / JOINT VENTURES

Not applicable as the Company did not have any Associate Company or Joint Venture during the reporting period.

On behalf of the Board of Directors

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer
DIN: 00171171

Date: July 11, 2018
Place: Mumbai

Annexure 2

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2017-18

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	<p>The CSR Committee decided to spend amount on ensuring environmental sustainability, conservation of natural resources and maintaining quality of soil, air and water during the year 2017-18.</p> <p>Pursuant to the requirements of the Companies Act, 2013 and the rules made thereunder, your Company has framed a CSR Policy and web-link thereto is as given below: http://www.ovpl.co.in/companydetails/Corporate%20Social%20Responsibility%20Policy.pdf</p>
2	The Composition of the CSR Committee.	<p>1) Mr. Saleh Mithiborwala – Chairperson (Executive)</p> <p>2) Mr. Karim Mithiborwala – Member (Executive)</p> <p>3) Mr. Mustufa Pardawala – Member (Independent Director)</p>
3	Average net profit of the company for last three financial years.	Average net profit of the Company for last 3 financial years is ₹ 771.06 Lakhs.
4	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above).	₹ 15.42 Lakhs for FY 2017-18.
5	<p>Details of CSR spent during the financial year 2017-18</p> <p>(a) Total amount to be spent for the financial year 2017-18</p> <p>(b) Total amount spent</p> <p>(c) Amount unspent , if any</p>	<p>₹ 15.42 Lakhs</p> <p>Nil</p> <p>₹ 15.42 Lakhs</p>

Manner in which the amount spent during the financial year 2017-18 is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity identified	Sector In which The Project Is Covered	Projects or Programs 1) Local area or other 2) Specify the State and district where projects or programs was undertaken.	Amount outlay (budget) project or programs Wise (₹ in Lakhs)	Amount spent on the projects or programs Sub-heads: 1) Direct on projects or programs 2) Overheads (₹ in Lakhs)	Cumulative expenditure up to the reporting period (₹ in Lakhs)	Amount spent Direct or through Implementing Agency
-	-	-	-	-	-	-	-

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The company had formulated its CSR policy in accordance with the directions specified in the Companies Act, 2013 read with the rules. This is the first year requiring spending under CSR. Accordingly an amount of Rs. 15.42 Lakhs (being 2% of Average net profit of the company for last three financial years) was to be invested in CSR. The Company was in the process of identifying and evaluating projects which were in line with the vision i.e. ensuring environmental sustainability. As such all the projects would normally go through detailed evaluation process and assessed under agreed strategy and vision. However given the projects were still under the evaluation strategy, the company could not spend the allocated amount. The company has plans for meeting out the objectives and completing the identification of projects.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

The company has not spent any amount during financial year 2017-18. However, the projects are being evaluated, in line with the CSR policy.

On behalf of the Board of Directors

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer
DIN: 00171171

Date: July 11, 2018
Place: Mumbai

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ORIENTAL VENEER PRODUCTS LIMITED
Aghai (VIA) Kalyan Railway Station,
Thane, Maharashtra-421301.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oriental Veneer Products Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other

records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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| <p>c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the period under review)</p> <p>d) The Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014; (Not applicable to the company during the period under review)</p> <p>e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)</p> <p>f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)</p> <p>g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review)</p> <p>h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the period under review)</p> <p>(vi) Other laws applicable specifically to the Company namely :</p> <p>(a) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder;</p> | <p>(b) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder;</p> <p>(c) The Factories Act, 1948;</p> <p>(d) Other employment regulations.</p> <p>I have also examined compliance with the applicable clauses of the following:</p> <p>(i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;</p> <p>(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.</p> <p>I further report that:</p> <p>The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.</p> <p>Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.</p> <p>Majority decision is carried through while the dissenting members' views if any are</p> |
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captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**MOHD AKRAM
COMPANY SECRETARY
C.P.NO: 9411**

Date: July 11, 2018

Place: Mumbai

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

'Annexure A'

To,

The Members,

ORIENTAL VENEER PRODUCTS LIMITED

Aghai (VIA) Kalyan Railway Station,
Thane, Maharashtra-421301.

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express

an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**MOHD AKRAM
COMPANY SECRETARY
C.P.NO: 9411**

Date: July 11, 2018

Place: Mumbai

FORM MGT-9
EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of
the Companies (Management & Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS

i	CIN	L02005MH1991PLC060686
ii	Registration Date	March 8, 1991
iii	Name of the Company	Oriental Veneer Products Limited
iv	Category/Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
v	Address of the Registered office & contact details	Aghai (Via) Kalyan Railway Station, Thane, Maharashtra 421301 Telephone: 022 61389400 E-mail: compliance.ovpl@gmail.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Private Limited 17-20, Jafferbhoy Industrial Estate, Makhwana Rd, Marol, Andheri East, Mumbai-400059, Maharashtra. Telephone No: 022 42270400 E-mail: pratapp@adroitcorporate.com Fax: 022 28503748

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sl. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Railway Seats	3100	65.65
2	Compreg Board & Articles thereof	16299	15.20

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Oriental Foundry Private Limited Shop No.17, Rizvi Park Co-operative Housing Society E Wing, S. V. Road, Santacruz (W), Mumbai City - 400054	U27310MH2014PTC256609	Subsidiary Company	100%	2(87)(ii)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category Wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2017)				No. of Shares held at the end of the year (March 31, 2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1715550	0	1715550	31.83	1844050	0	1844050	34.21	2.38
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporates	668000	0	668000	12.39	668000	0	668000	12.39	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any Other (Directors/Directors Relatives)	538600	0	538600	9.99	538600	0	538600	9.99	0
SUB TOTAL (A) (1):	2922150	0	2922150	54.21	3050650	0	3050650	56.60	2.38
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other...	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (A) (2):	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoters (A)= (A)(1)+(A)(2)	2922150	0	2922150	54.21	3050650	0	3050650	56.60	2.38
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	176479	153500	329979	6.12	98799	2800	101599	1.88	(4.24)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	134227	77900	212127	3.94	235822	126300	362122	6.72	2.78
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1923688	0	1923688	35.69	1771534	102300	1873834	34.76	(0.93)
c) Others (Specify)									
c-i) Clearing Member	247	0	247	0.00	1201	0	1201	0.02	0.02
c-ii) NRI	2109	0	2109	0.04	529	0	529	0.01	(0.03)
c-iii) Director	0	0	0	0.00	0	0	0	0.00	0
c-iv) Trusts	0	0	0	0.00	365	0	365	0.01	0.00
SUB TOTAL (B)(2):									
Total Public Shareholding (B)= (B)(1)+(B)(2)	2236750	231400	2468150	45.79	2108250	231400	2339650	43.40	(2.38)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	5158900	231400	5390300	100	5158900	231400	5390300	100	0

(ii) Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year (April 1, 2017)			Shareholding at the end of the year (March 31, 2018)			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Ebrahim N. Mithiborwala	1,28,200	2.38	0	1,28,200	2.38	0	0.00
2	Hussaina Vali Mithiborwala*	0	0	0	1,28,500	2.38	0	2.38
3	Karim Badruddin Karimi	2,61,900	4.86	0	2,61,900	4.86	0	0.00
4	Kulsum S. Mithiborwala	61,450	1.14	0	61,450	1.14	0	0.00
5	Nema Asgar Karimi	1,38,900	2.58	0	1,38,900	2.58	0	0.00
6	Saifee Saleh Mithiborwala	1,33,600	2.48	0	0	0	0	(2.48)
7	Sakina E. Mithiborwala	2,11,200	3.92	0	2,11,200	3.92	0	0.00
8	Saleh N. Mithiborwala	3,61,600	6.71	0	4,54,600	8.43	0	1.73
9	Vali N. Mithiborwala	4,18,700	7.77	0	4,59,300	8.52	0	0.75
10	Industrial Laminates (India) Private Limited	1,18,000	2.19	0	1,18,000	2.19	0	0.00
11	Vision Infpro (India) Private Limited	5,50,000	10.2	0	5,50,000	10.2	0	0.00
12	Abbas N. Mithiborwala	34,900	0.65	0	34,900	0.65	0	0.00
13	Shaheen A. Mithiborwala	2,37,200	4.40	0	2,37,200	4.40	0	0.00
14	Wazeera S. Mithiborwala	44,700	0.83	0	44,700	0.83	0	0.00
15	Karim N. Mithiborwala	2,21,800	4.11	0	2,21,800	4.11	0	0.00
	Total	29,22,150	54.21	0	30,50,650	56.60	0	2.38

*Hussaina Vali Mithiborwala was classified in the promoter group during the year under review and thus the shareholding is shown as Nil at the beginning of the year.

(iii) Change in promoters' shareholding (specify if there is no change)

Sl. No.	Name of Promoters	Shareholding at the beginning of the Year (April 1, 2017)		Increase/Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2017 to March 31, 2018)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Ebrahim N Mithiborwala					
	At the beginning of the year - 01.04.2017	1,28,200	2.38	0	1,28,200	2.38
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,28,200	2.38
2	Hussaina Vali Mithiborwala					
	At the beginning of the year - 01.04.2017	1,28,500	2.38	0	1,28,500	2.38
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,28,500	2.38
3	Karim Badruddin Karimi					
	At the beginning of the year - 01.04.2017	2,61,900	4.86	0	2,61,900	4.86
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	2,61,900	4.86
4	Kulsum S Mithiborwala					
	At the beginning of the year - 01.04.2017	61,450	1.14	0	61,450	1.14
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	61,450	1.14
5	Nema Asgar Karimi					
	At the beginning of the year - 01.04.2017	1,38,900	2.58	0	1,38,900	2.58
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,38,900	2.58
6	Saifee Saleh Mithiborwala					
	At the beginning of the year - 01.04.2017	1,33,600	2.48	0	1,33,600	2.48
	Decrease due to sale on 08.09.2017			(1,33,600)	(1,33,600)	(2.48)
	At the end of the year - 31.03.2018	0	0	0	0	0
7	Sakina E. Mithiborwala					
	At the beginning of the year - 01.04.2017	2,11,200	3.92	0	2,11,200	3.92
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	2,11,200	3.92

8	Saleh N. Mithiborwala					
	At the beginning of the year - 01.04.2017	3,61,600	6.71	0	3,61,600	6.71
	Increase due to purchase on 08.09.2017			93,000	4,54,600	8.43
	At the end of the year - 31.03.2018	0	0	0	4,54,600	8.43
9	Vali N. Mithiborwala					
	At the beginning of the year - 01.04.2017	4,18,700	7.77	0	4,18,700	7.77
	Increase due to purchase on 08.09.2017			40,600	4,59,300	8.52
	At the end of the year - 31.03.2018	0	0	0	4,59,300	8.52
10	Industrial Laminates (India) Private Limited					
	At the beginning of the year - 01.04.2017	1,18,000	2.19	0	1,18,000	2.19
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,18,000	2.19
11	Vision Infpro (India) Private Limited					
	At the beginning of the year - 01.04.2017	5,50,000	10.2	0	5,50,000	10.2
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	5,50,000	10.2
12	Abbas N. Mithiborwala					
	At the beginning of the year - 01.04.2017	34,900	0.65	0	34,900	0.65
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	34,900	0.65
13	Shaheen A. Mithiborwala					
	At the beginning of the year - 01.04.2017	2,37,200	4.40	0	2,37,200	4.40
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	2,37,200	4.40
14	Wazeera S. Mithiborwala					
	At the beginning of the year - 01.04.2017	44,700	0.83	0	44,700	0.83
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	44,700	0.83
15	Karim N. Mithiborwala					
	At the beginning of the year - 01.04.2017	2,21,800	4.11	0	2,21,800	4.11
	Date wise Increase/Decrease in Promoters shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	2,21,800	4.11

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year (April 1, 2017)		Increase / Decrease in No. of Shares	Cumulative Shareholding during the year (April 1, 2017 to March 31, 2018)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Firoz Fakhruddin Karimi					
	At the beginning of the year - 01.04.2017	2,07,900	3.86	0	2,07,900	3.86
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	2,07,900	3.86
2	Suria Vinod Agarwal					
	At the beginning of the year - 01.04.2017	1,42,948	2.65	0	1,42,948	2.65
	Increase due to purchase on 02.02.2018			62,488	2,05,436	3.81
	At the end of the year - 31.03.2018	0	0	0	2,05,436	3.81
3	Rukaiya Firoz Karimi					
	At the beginning of the year - 01.04.2017	1,89,000	3.51	0	1,89,000	3.51
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,89,000	3.51
4	Wazeera Asgarali Godliwala					
	At the beginning of the year - 01.04.2017	1,87,200	3.47	0	1,87,200	3.47
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,87,200	3.47
5	Vinod Radheyshyam Agarwal					
	At the beginning of the year - 01.04.2017	1,58,400	2.94	0	1,58,400	2.94
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,58,400	2.94
6	Viplove V Agarwal					
	At the beginning of the year - 01.04.2017	1,08,400	2.01	0	1,08,400	2.01
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,08,400	2.01
7	Farida Karim Karimi					
	At the beginning of the year - 01.04.2017	1,02,800	1.91	0	1,02,800	1.91
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	1,02,800	1.91
8	Nafisa Karim Mithiborwala					
	At the beginning of the year - 01.04.2017	88,700	1.65	0	88,700	1.65
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	88,700	1.65

9	Zenab Akbar Karimi					
	At the beginning of the year - 01.04.2017	77,650	1.44	0	77,650	1.44
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	77,650	1.44
10	Husena B. Karimi					
	At the beginning of the year - 01.04.2017	68,500	1.27	0	68,500	1.27
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	68,500	1.27
11	Amrapali Aadya Trading and Investment Private Limited					
	At the beginning of the year - 01.04.2017	1,31,846	2.45	0	1,31,846	2.45
	Increase due to purchase on 14.04.2017			50	1,31,896	2.45
	Increase due to purchase on 21.04.2017			10	1,31,906	2.45
	Decrease due to purchase on 28.04.2017			(60)	1,31,846	2.45
	Decrease due to purchase on 19.05.2017			(1,30,900)	946	0.02
	Increase due to purchase on 04.08.2017			49,500	50,446	0.94
	Decrease due to purchase on 11.08.2017			(49,500)	946	0.02
	At the end of the year - 31.03.2018	0	0	0	946	0.02
12	Hussaina Vali Mithiborwala					
	At the beginning of the year - 01.04.2017	1,28,500	2.38	0	1,28,500	2.38
	Date wise Increase/Decrease in shareholding during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	0*	0*

* During the year under review, Hussaina Vali Mithiborwala was classified in the promoter group and thus the shareholding is shown as Nil at the end of the year.

(v) Shareholding of Directors & KMP

* Details of the persons who were the Directors & KMP of the Company as on March 31, 2018 have been mentioned.

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the Year (April 1, 2017)		Increase/Decrease in No. of Shares	Cumulative shareholding during the year (April 1, 2017 to March 31, 2018)	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Saleh N Mithiborwala (Chairman, Whole-Time Director and CFO)					
	At the beginning of the year - 01.04.2017	3,61,600	6.71	0	3,61,600	6.71
	Increase due to purchase on 08.09.2017			93,000	4,54,600	8.43
	At the end of the year - 31.03.2018	0	0	0	4,54,600	8.43
2	Karim N Mithiborwala (Managing Director)					
	At the beginning of the year - 01.04.2017	2,21,800	4.11	0	2,21,800	4.11
	Increase/decrease during the year	No change during the year				
	At the end of the year - 31.03.2018	0	0	0	2,21,800	4.11
3	Vali N. Mithiborwala (Whole-Time Director)					
	At the beginning of the year - 01.04.2017	4,18,700	7.77	0	4,18,700	7.77
	Increase due to purchase on 08.09.2017			40,600	4,59,300	8.52
	At the end of the year - 31.03.2018	0	0	0	4,59,300	8.52

Note: There is no shareholding in the Company by any other Director or Key Managerial Personnel.

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	(₹ in Lakhs)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness at the beginning of the financial year (April 01, 2017)				
i) Principal Amount	98.40	-	-	98.40
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	98.40	-	-	98.40
Change in Indebtedness during the financial year				
Additions	9.31	-	-	9.31
Reduction	60.46	-	-	60.46
Net Change	(51.15)	-	-	(51.15)
Indebtedness at the end of the financial year (March 31, 2018)				
i) Principal Amount	47.25	-	-	47.25
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	47.25	-	-	47.25

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager: (₹)

Sl. No	Particulars of Remuneration	Name of the MD/WTM/Manager			Total Amount
		Saleh N. Mithiborwala (Whole-time Director)	Karim N. Mithiborwala (Managing Director)	Vali N. Mithiborwala (Whole-Time Director)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	as % of profit	0	0	0	0
	others (specify)	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	0	0	0	0
	Ceiling as per the Act	No remuneration was paid during the financial year 2017-18.			

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			(₹) Total Amount
		Mustufa Pardawala	Deepa Raut	Suresh Mane	
1	Independent Directors				
	(a) Fee for attending board/committee meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2	Other Non-Executive Directors	-			
	(a) Fee for attending board/committee meetings	0			0
	(b) Commission	0			0
	(c) Others (Professional fees)	0			0
	Total (2)	0			0
	Total (B)=(1+2)	0			0
	Total Managerial Remuneration	0			0
	Overall Ceiling as per the Act	No remuneration was paid during the financial year 2017-18.			

C. Remuneration To Key Managerial Personnel Other Than /MD/ Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (₹)
		Saleh N. Mithiborwala, Chief Financial Officer	Priya Bhagat, Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0	3,60,000	3,60,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others	0	10,000	10,000
	Total	0	3,70,000	3,70,000

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority (RD/ NCLT / Court)	Appeal made, if any (give details)
A. COMPANY					
	NIL				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
	NIL				
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
	NIL				
Penalty					
Punishment					
Compounding					

On behalf of the Board of Directors

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer
DIN: 00171171

Date: July 11, 2018

Place: Mumbai

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at arm's length basis : **NIL**
2. Details of material contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
a)	Name(s) of the related party	M/s. Trishala Veener Private Limited
b)	Nature of Relationship	Enterprise in which Key Managerial personnel exercises significant influence or their relatives.
c)	Nature of contracts / arrangements / transaction	Purchase of goods / products
d)	Duration of the contracts / arrangements / transactions	Ongoing
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Value of Goods Purchased during FY 2017-18 is ₹ 1,275.93 Lakhs. The Price for the purchase of the product of the Company shall be negotiated and agreed to by both parties based on estimated total costs and risk and returns considering prevalent market conditions.
f)	Date(s) of approval by the Board, if any:	Refer Note
g)	Amount paid as advances, if any:	NIL

Note: Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, no material contracts/arrangements/ transactions prescribed under Rule 15 of the Companies (Meetings of the Board & its powers) Rules, 2014 or under SEBI (LODR) Regulations, 2015 were entered with related parties except the above. The above transaction is on Arm's Length basis and in ordinary course of business, hence no approvals of Audit Committee/Board/Shareholders are required.

On behalf of the Board of Directors

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer

DIN: 00171171

Date: July 11, 2018

Place: Mumbai

Annexure 6**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information on Conservation of Energy, Technology absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is provided hereunder:

(A) CONSERVATION OF ENERGY:**(i) Steps taken or impact on conservation of energy**

Your Company makes continuous efforts for conservation of energy through various practices.

Some of the measures for conservation of energy implemented are as follows :

- Implemented RO plant for Recycling & re-use of Water.
- Replacement of LED Tube Lights for energy saving.

(ii) Steps taken by the company for utilizing alternate sources of energy : Nil**(iii) Capital investment on energy and conservation equipments :**

Modification of Equipments & their drives is being done regularly to reduce energy consumption.

(B) TECHNOLOGY ABSORPTION:**(i) Efforts made towards technology absorption: Nil****(ii) The benefits derived like product improvement, Cost reduction, product development or import substitution: Nil****(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

- a) The details of technology imported-** Cone Calorimeter with oxygen analyser to find the Marhe was imported by the Company on September 23, 2015 from M/s. East

Sun Limited situated at Unit D88, 11/F, Wing T at Commercial building, 97 Bonham Stand East, Sheung Wan, Hong Kong.

b) The year of import- 2015-2016.

c) Whether the technology has been fully absorbed- Yes.

d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof- Not applicable

(iv) The expenditure incurred on Research and Development: Nil

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

	2017-18	2016-17
	Amount in ₹	Amount in ₹
Actual Foreign Exchange earnings	Nil	Nil
Actual Foreign Exchange outgo		
a) Payments for Import Purchases	283.12	20.19
b) Advance for Imports Purchase	-	29.69
c) Travelling Expenses	11.77	26.93
Total	294.89	76.81

On behalf of the Board of Directors

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer

DIN: 00171171

Date: July 11, 2018

Place: Mumbai

Annexure 7

**Disclosure pursuant to Section 197(12) of the Companies Act, 2013
read with Rule 5 of the Companies (Appointment & Remuneration
of Managerial Personnel), Rules, 2014**

(i) Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a)

Name of the Director	Designation	Remuneration of Directors / KMP for the year ended March 31, 2018 (₹)	Ratio to Median Remuneration	% increase in remuneration for the year ended March 31, 2018
Mr. Saleh N. Mithiborwala	Chairman and CFO	NA	NA	Refer Note 1 below
Mr. Karim N. Mithiborwala	Managing Director	NA	NA	
Mr. Vali N. Mithiborwala	Executive Director	NA	NA	
Mr. Mustufa S. Pardawala	Non-Executive Independent Director	Nil	Nil	
Mrs. Deepa Raut	Non-Executive Independent Director	Nil	Nil	
Mr. Suresh Mane	Non-Executive Independent Director	Nil	Nil	
Ms. Priya Bhagat	Company Secretary	3,70,000	32.47	

Note :

1. The Executive Directors of the Company are not paid any Remuneration. Hence, calculation of percentage increase in remuneration is not applicable.

(b) The percentage increase in the median remuneration of employees in the financial year 2017-18- 18.99%

(c) The number of permanent employees on the rolls of company- 221 as on March 31, 2018.

(d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof.

Average percentage increase in salaries of employees other than Key Managerial Personnel is 46.35%. There is no increase in the remuneration of managerial personnel in comparison to the average increase in the salary of other employees.

(e) We affirm that the remuneration paid during the year 2017-18 is as per the Remuneration Policy of the Company.

(ii) Disclosure under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Details of top ten employees of the Company in terms of remuneration drawn during 2017-18:

Details of top ten employees of the Company in terms of remuneration drawn during 2017-18 will be provided on request.

As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members and others entitled thereto excluding the said information of top ten employees. The said details of top ten employees will be available for inspection by the members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

b) List of employees of your Company employed throughout the Financial Year 2017-18 and were paid remuneration not less than one crore and two lakh rupees:

During the year under review, there were no employees of the Company drawing remuneration of ₹ 1.2 Crore and above p.a.

c) Employees employed for the part of the year and were paid remuneration during the Financial Year 2017-18 at a rate which in aggregate was not less than eight lakh and fifty thousand rupees per month:

During the year under review, there were no employees of the Company drawing remuneration of ₹ 8.5 Lakhs per month and above being employed for the part of the year.

On behalf of the Board of Directors

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer
DIN: 00171171

Date: July 11, 2018
Place: Mumbai

CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a report on Corporate Governance for the year ended March 31, 2018 is given below:

1. Company's Philosophy on Corporate Governance

Your Company believes that Corporate Governance is not an end in itself but a catalyst in the process towards maximization of stakeholder value. Your Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations.

The Governance framework gives due importance to regulatory compliance under the guardianship of a strong Board of Directors and executed by committed management and employees.

2. Board of Directors

a) Composition

The Board has an optimum combination of Executive and Non-

Executive Directors and is in conformity with the requirements of Regulation 17(1) the Listing Regulations.

As on March 31, 2018, the Board comprises of 6 Directors out of which 3 are Executive Directors and 3 are Non- Executive Independent Directors including one Woman Director. All Directors are competent and experienced personalities in their respective fields.

During the year under review, the following changes took place in the Composition of the Board:

- Mr. Vali Najmuddin Mithiborwala (DIN: 00171255) has been appointed as an Additional Director & Executive Director of the Company for a period of 5 years w.e.f. 18th August, 2017.

The composition of the Board, details of other directorships, committee positions as on March 31, 2018 and attendance of Directors at the Board Meetings are given in the table below:

Name of the Director	Directors Identification Number (DIN)	Category of Directorship	No. of directorships held (including Oriental Veneer) #	No. of Membership/ Chairmanship in Board Committees (including Oriental Veneer) @	
				Chairman	Member
Mr. Saleh N. Mithiborwala (Chairman and Chief Financial Officer)	00171171	Executive	1	0	1
Mr. Karim N. Mithiborwala (Managing Director)	00171326	Executive	1	0	1
Mr. Vali N. Mithiborwala	00171255	Executive	1	0	0
Mr. Mustufa S. Pardawala	02814971	Non-Executive Independent	1	2	0
Mrs. Deepa Raut	07177364	Non-Executive Independent	1	0	2
Mr. Suresh Mane	07247232	Non-Executive Independent	1	0	2

Notes:

Number of Directorships held in public companies includes Directorship of Oriental Veneer Products Limited. It excludes Directorships in private companies, foreign companies, companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate Directorships.

@ Only covers Membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted public limited companies including Oriental Veneer Products Limited are considered.

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26 (1) of the Listing Regulations.

None of the Directors hold Directorships in more than 20 Companies including 10 Public Companies pursuant to the provisions of Section 165 of the Companies Act, 2013. Further, in compliance with Regulation 25(1) of the Listing Regulations, none of the Independent Directors hold Directorships in more than seven listed companies.

There is no inter-se relationship among any of the Directors of the Company except between Mr. Karim Mithiborwala, Managing Director, brother-in-law of Mr. Saleh Mithiborwala, Chairman and Chief Financial Officer and Mr. Vali Mithiborwala, Executive Director, brother of Mr. Saleh Mithiborwala, Chairman and Chief Financial Officer.

b) Independent Directors, Meeting and Familiarisation Programme

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Listing Regulations. The Draft Letter of Appointment of Independent Directors is available on the website of the Company www.ovpl.co.in.

During the year under review, a separate meeting of the Independent Directors was held to discuss and consider the matters specified in Schedule IV of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations. All Independent Directors were present at the meeting.

The Company has in place Familiarisation Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarisation Programme and details of Familiarisation Programme imparted during 2017-18 are uploaded on the website of the Company www.ovpl.co.in and can be accessed through web-link <http://www.ovpl.co.in/companydetails/Familiarization%20Programme%20for%20Indepdent%20Directors.pdf> and <http://www.ovpl.co.in/companydetails/Familiarisation%20Program%20imparted%202017-2018.pdf>

c) Board Meetings

During the financial year 2017-18, Six (6) Board Meetings were held viz on May 26, 2017, August 18, 2017, September 14, 2017, December 14, 2017, January 24, 2018 and March 20,

2018. The maximum gap between any two consecutive meetings did not exceed 120 days.

Physical attendance of Directors at the Board Meetings and the Annual General Meeting (AGM) held during the year under review is as under:

Name of the Director	No. of Board of Meetings Attended	Attendance at last AGM held on September 27, 2017
Mr. Saleh N. Mithiborwala	6/6	Yes
Mr. Karim N. Mithiborwala	6/6	Yes
Mr. Vali N. Mithiborwala#	5/6	Yes
Mr. Mustufa S. Pardawala	6/6	Yes
Mrs. Deepa Raut	6/6	No
Mr. Suresh Mane	6/6	Yes

#Mr. Vali N. Mithiborwala was appointed as the Executive Director of the Company w.e.f. August 18, 2017.

d) Board Meeting Procedure

The dates of Board Meetings are scheduled in advance. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of unaudited financial results along with limited review report,

operational performance of the Company, noting minutes of various committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed pursuant to Part A of Schedule II of the Listing Regulations.

3. Audit Committee

(a) Terms of reference

The scope and terms of reference of the Audit Committee covers matters specified under Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee inter-alia includes following matters:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and the disclosure of financial information.
- Reviewing with the Management the quarterly unaudited financial results / statements and Limited Review Report thereon / audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies, if any and major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements.
- Reviewing the Management Discussion & Analysis of financial and operational performance.

- Scrutiny of inter-corporate loans and investments.

Internal Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's internal control system. Review and discuss with management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon
- To oversee and review the functioning of a Vigil Mechanism and to review findings of investigation into cases of material nature and the actions taken in respect thereof.
- Approval of Related Party Transactions and review on a quarterly basis.
- Approval of appointment of Chief Financial Officer.

Audit & Auditors

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board appointment, remuneration and terms of appointment of the Auditors.

- Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

(b) Composition and Meetings

As on March 31, 2018, the Audit Committee comprises of 4 Directors / Members out of which 3 are Independent Directors.

All Members of the Audit Committee are professionals, experienced and possess sound knowledge of finance, accounting practices and internal Controls.

During the year under review, Four (4) Audit Committee Meetings were held viz on May 26, 2017, September 13, 2017, December 14, 2017 and January 23, 2018. The time gap between any two consecutive Audit Committee Meetings was not more than 120 days.

Physical Attendance of members at the Audit Committee Meetings held during the year under review is as under:

Name of the Director	Category	No. of Audit Committee Meetings Attended
Mr. Mustufa S. Pardawala (Chairman)	Non-Executive Independent	4/4
Mrs. Deepa Raut	Non-Executive Independent	4/4
Mr. Suresh Mane	Non-Executive Independent	4/4
Mr. Saleh N. Mithiborwala	Executive	4/4

The representatives of the Statutory Auditors, Internal Auditors, Chief Financial Officer are permanent invitees to the Audit Committee Meetings and they attend the meetings. Ms. Priya Bhagat, Company Secretary is Secretary to the Audit Committee and attends the meetings.

Mr. Mustufa Pardawala, Chairman of the Audit Committee was present at the last Annual General Meeting.

4. Stakeholders' Relationship Committee

(a) Composition, Terms of Reference & Meetings

The scope and terms of reference of the Stakeholders' Relationship Committee ("SRC") inter-alia is as under:

- Consider and resolve the grievances of security holders of the company including complaints related to transfer, transmission, demat of securities, non-receipt of annual report/declared dividends etc.
- Recommend measures for overall improvement of the quality of investor services.

During the year under review, Four meetings of Stakeholders' Relationship Committee were held on May 26, 2016, September 13, 2017, December 14, 2017 and January 23, 2018.

The composition and physical attendance of Stakeholders' Relationship Committee Meetings held during the year under review is as under:

Name of the Director	Category	No. of SRC Meetings Attended
Mr. Mustufa Pardawala (Chairman)	Non-Executive Independent	4/4
Mrs. Deepa Raut	Non-Executive Independent	4/4
Mr. Suresh Mane	Non-Executive Independent	4/4
Mr. Karim N. Mithiborwala	Executive	4/4

(b) Compliance Officer

Ms. Priya Bhagat is the Company Secretary and Compliance Officer of the Company.

(c) Investor Complaints

During the year under review, no complaints were received from the shareholders.

5. Nomination and Remuneration Committee

(a) Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee ("NRC") covers the areas mentioned under Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013 which inter alia, includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.
- Lay down criteria for identifying and selection of candidates for appointment as Directors/

Independent Directors and KMP and other Senior Management positions;

- Recommendation to the Board on appointment, re-appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down.
- Recommendation to the Board on remuneration of Managing Director/ Executive Directors/ KMP and also revision in remuneration.
- Formulation of the criteria for evaluation of performance of every Director and carry out performance evaluation of Directors and recommendation to the Board on whether to extend or continue the term of appointment of Independent Director.
- Devising a policy on Board Diversity.

(b) Composition, Meeting and Attendance :

As on March 31, 2018, NRC comprises of Mr. Mustufa Pardawala, Non-Executive Independent Director as Chairman, Mrs. Deepa Raut and Mr. Suresh Mane, Non - Executive Independent Directors and Mr. Saleh Mithiborwala, Executive Director of the Company as Members.

During the year under review, One (1) Meetings of NRC were held on August 18, 2017. All members of the NRC attended the said meetings.

(c) Policy for selection and appointment of Directors and their remuneration

The Nomination and Remuneration Committee (NRC) has adopted a Charter which, inter alia, deals with the manner of selection of Board of

Directors and Key Managerial Personnel and their remuneration.

The Nomination and Remuneration Policy is given below:

I. Criteria of selection of Directors

- a. The Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the NRC shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The NRC shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The NRC shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
 - I. Qualification, expertise and experience of the Directors in their respective fields;
 - II. Personal, Professional or business standing;
 - III. Diversity of the Board.
- e. In case of re-appointment of Directors, the NRC shall take into consideration the performance evaluation of the Director and his engagement level, for making recommendation to the Board.

II. Remuneration of Independent Directors

The Independent Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board /Committee meetings and commission as detailed hereunder:

- a. Independent Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b. Independent Directors shall also be entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the NRC.
- c. The NRC may recommend to the Board, the payment of commission on uniform basis, to all the Independent Directors.
- d. The NRC may recommend commission for the Executive Directors taking into consideration their overall responsibilities, terms of appointment, individual performance, company performance and performance evaluation.
- e. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

III. Remuneration of Managing Director/ Executive Directors/ Senior Management Personnel

The remuneration of Managing Director / Executive Directors shall be determined after taking into account the Company's overall performance, their individual contribution for the same and trends in the industry in general. The remuneration shall be subject to the approval of the Members of the Company in General Meeting. The remuneration of Managing Director/ Whole Time

Directors shall be recommended by NRC and approved by the Board within the overall limit approved by the members of the Company.

The Remuneration for Senior Management employees shall be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate operational performance benchmarks.

The remuneration of each of the Directors for the financial year ended March 31, 2018 is as under:

Name of the Directors	Tenure	Remuneration for the financial year ended March 31, 2018 (Amount in ₹)					
		Basic Salary	Perquisites & Allowances	Provident Fund	Sitting Fees	Commission	Total
Mr. Saleh N. Mithiborwala	Upto 31/12/2022	-	-	-	-	-	-
Mr. Karim N. Mithiborwala	Upto 31/12/2022	-	-	-	-	-	-
Mr. Vali N. Mithiborwala	Upto 17/08/2022	-	-	-	-	-	-
Mr. Mustafa S Pardawala	Upto 31/12/2019	NA	NA	NA	-	-	-
Mrs. Deepa Raut	Upto 25/05/2020	NA	NA	NA	-	-	-
Mr. Suresh Mane	12/06/2020	NA	NA	NA	-	-	-

Notes:

1. None of the Non-Executive Independent Directors are holding equity shares or convertible instruments of the Company as on March 31, 2018.
2. The Company does not have any stock option plans.
3. There is no notice period for the Executive Directors of the Company.
4. There are no variable components and performance linked incentives.
5. None of the Non-Executive Directors have any pecuniary relationship with the Company.
6. The criteria of making payment to Non-Executive Directors can be accessed at the web-link <http://www.ovpl.co.in/companydetails/CRITERIA%20FOR%20MAKING%20PAYMENTS%20TO%20NON-EXECUTIVE%20DIRECTORS.pdf>.

6. Corporate Social Responsibility (CSR) Committee

In compliance with Section 135 of the Companies Act, 2013, the Board has constituted the Corporate Social Responsibility ("CSR") Committee comprising of Mr. Saleh N. Mithiborwala, Executive Director as Chairperson and Mr. Karim Mithiborwala and Mr. Mustufa Pardawala as members.

The terms of reference of CSR Committee, inter alia, includes formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, recommend the amount of expenditure to be incurred on the CSR activities, provide guidance on various CSR activities to be undertaken by the Company, monitor the CSR Policy of the Company and review of CSR expenditure from time to time.

During the year under review, One (1) meetings of CSR Committee were held on September 13, 2017 and the same was attended by all members of the committee.

A Report on CSR Activities carried out by the Company during FY 2017-18 is provided as "Annexure 2" to the Board's Report.

7. General Body Meetings

a) Annual General Meetings:

The details of previous three Annual General Meetings of the Company are as follows:

Financial Year	Day, Date & Time	Venue	No. of special Resolutions passed
2014-2015	Wednesday, September 30, 2015 at 4.00 p.m.	Aghai (Via) Kalyan Railway Station, Thane, Maharashtra-421301	3
2015-2016	Friday, September 30, 2016 at 12.30 p.m.	Aghai (Via) Kalyan Railway Station, Thane, Maharashtra-421301	2
2016-2017	Wednesday, September 27, 2017 at 12.30 p.m.	Aghai (Via) Kalyan Railway Station, Thane, Maharashtra-421301	3

b) Extra-Ordinary General Meeting:

No Extra-Ordinary General Meeting was held during the year under review.

c) Postal Ballot:

No Postal Ballot was conducted during the year under review.

8. Means of Communication with Members

Website: The Company's website <http://www.ovpl.co.in> contains inter alia the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.

Financial Results: The quarterly, half yearly and annual financial results of the Company are submitted to Bombay Stock Exchange Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English

daily newspaper (Business Standard) and one Marathi newspaper (Navakal) within 48 hours of approval thereof.

Annual Report: Annual Report containing inter alia Standalone Financial Statements, Consolidated Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.

Designated Exclusive Email ID: The Company has designated Email Id compliance.ovpl@gmail.com exclusively for shareholder/investor servicing.

SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

Uploading on BSE Listing Centre: The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchange are filed electronically on BSE Listing Centre for Bombay Stock Exchange.

9. Disclosures

a) Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 during the financial year 2017-18 were in the ordinary course of business and arm's length basis and omnibus approval of the Audit Committee was also obtained. During the financial year under review, there were no materially significant transactions with related parties having

potential conflict with the interest of the Company at large. Necessary disclosures regarding Related Party Transactions are given in the notes to the Financial Statements.

The Board has approved a policy for Related Party Transactions and the same has been uploaded on the website of the Company. The web-link thereto is <http://www.ovpl.co.in/companydetails/Related%20Party%20transaction%20Policy.pdf>

b) Statutory Compliance, Penalties and Strictures

The Company has complied with all the requirements of the Stock Exchanges / SEBI / and other statutory authorities on all matters related to the capital markets during the last three years. There were no penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authority on matters relating to capital markets during the last three years.

c) Vigil Mechanism / Whistle Blower Policy

In line with the Companies Act, 2013 and the Listing Regulations, the Company has formulated Vigil Mechanism/Whistle Blower to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and/ or reputation, in a secure and confidential manner. The Vigil Mechanism/ Whistle Blower Policy has been placed on the website of the Company and web-link thereto is http://www.ovpl.co.in/company_details/Whistle%20Blower%20Policy.pdf.

The said policy provides for adequate safeguard against victimization of directors/employees who avail of such mechanism and provides access to the

Chairman of the Audit Committee, in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee, no complaint has been received during the year under review.

d) Subsidiaries:

During the year under review, the Company does has 1 material subsidiary as per the criteria specified in Listing Regulations. However, the Company has also adopted a policy on material subsidiaries and the same is uploaded on the website of the Company which can be accessed through the web-link <http://www.ovpl.co.in/companydetails/Policy%20of%20Material%20Subsidiaries.pdf>.

The Audited Annual Financial Statements of Subsidiaries are tabled at the Audit Committee and Board Meeting of the Company.

e) Code of Conduct

Integrity, transparency and trust form part of the core beliefs of all activities at Oriental Veneer, which has been the basis of its growth and development. The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of the Listing Regulations. The said code is available on the website of the Company and can be accessed through web-link <http://www.ovpl.co.in/companydetails/Code%20of%20conduct%20of%20Board%20of%20Directors%20and%20Senior%20Management%20Personnel804.pdf>.

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the year ended March 31, 2018. A declaration to this effect signed

by Mr. Karim Nooruddin Mithiborwala, Managing Director forms part of this Report as Annexure I.

f) Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

There is no deviation in following the treatments prescribed in Ind AS in preparation of financial statements for the year 2017-18.

g) Risk Management

The risk assessment and minimization procedures are in place and the Board is regularly informed about the business risks and the steps taken to mitigate the same.

h) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

At a separate meeting of Independent Directors held on August 18, 2017, performance of the Executive Chairman

was assessed inter-alia on the basis of parameters such as Leadership qualities, Ability of Steering meetings, contribution towards Company's performance, level of engagement and participation at Board Meetings. Further, at the said meeting, performance evaluation of the other Whole-Time Directors including the Managing Director was also carried out inter-alia with the parameters such as level of Participation at Board/Committee Meetings, Knowledge and Skills, Contribution towards growth of the Company, decision making, safeguarding the interest of the Company and stakeholders etc.

The Board evaluated its own performance and of Committees of the Board on the parameters like Board Composition, adherence to Mission, Policy and Planning, Board Discussions and Process, Discharging functions, Establishment and delineation of responsibilities to committees, Stakeholder Value and Responsibility, avoidance of Conflict of Interest, Facilitation of Independent Directors, Corporate culture and Values and Quality and Timeliness of flow of information. The Board also carried out performance evaluation of Independent Directors.

The performance evaluation was carried out through structured questionnaire / assessment sheet circulated to all Directors. The Directors were required to evaluate the performance by providing rating against each parameter.

The Board unanimously expressed their satisfaction with the evaluation process.

i) CEO / Managing Director & CFO Certification

In terms of requirement of Regulation 17(8) of Listing Regulations, Mr. Saleh Mithiborwala, Chairman and Chief Financial Officer and Mr. Karim N Mithiborwala, Managing Director have furnished certificate to the Board for the year ended March 31, 2018 in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 24, 2018.

j) Reconciliation of Share Capital Audit Report

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat/ remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited.

k) Code for Prevention of Insider Trading

The Company has adopted a code of conduct to regulate, monitor and report trading by insiders for prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase / sale of shares of the Company by Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company.

I) Compliance with Mandatory and Non-Mandatory Requirements

The Company has complied with all the mandatory requirements of Corporate Governance specified in the Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of the Listing Regulations as given below:

The Board: The Company does not have a Non-Executive Chairman.

Shareholder's Rights: Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and are also forwarded to BSE. The said results are also uploaded on the website of the Company at www.ovpl.co.in. Hence the same are not sent to the Shareholders of the Company.

Modified Opinion in Audit Report: There was no qualification or modified opinion in Independent Auditors Report on Financial Statements for the year ended March 31, 2018.

Separate posts of Chairperson and Chief Executive Officer: As on March 31, 2018, Mr. Saleh Mithiborwala is the Executive Chairman of the Company and Mr. Karim Mithiborwala is the Managing Director of the Company.

Reporting of Internal Auditors: The Internal Auditors of the Company is permanent invitee to the Audit Committee Meeting. He is present in each Audit Committee Meeting and presents his Internal audit observations to the Audit Committee. He directly interacts with Audit Committee Members during the meeting.

m) Compliance with the requirements of Corporate Governance

All the requirements of Corporate Governance specified in Regulation 17

to 27 of the Listing Regulations and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations have been complied with.

n) The Management Discussion and Analysis is given separately and forms part of this Annual Report.

10. Certificate on compliance with conditions of Corporate Governance

The certificate regarding compliance of the conditions of corporate governance for the year ended March 31, 2018 given by M/s. Amar Nath Sharma & Co., Chartered Accountants, Statutory Auditors is given as Annexure II to this Report.

11. General Shareholders' information

Annual General Meeting

Day & Date: Thursday, 23rd August, 2018

Time: 12.30 p.m.

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

Financial Year 1st April to 31st March

Tentative Financial Calendar (for Financial Year 2018-19) for approval of:

Financial Results for 1 st Quarter 2018-19 (Unaudited)	On or before 14-08-2018
Financial Results for 2 nd Quarter 2018-19 (unaudited)	On or before 14-11-2018
Financial Results for 3 rd Quarter 2018-19 (unaudited)	On or before 14-02-2019
Financial Results for 4 th Quarter and year ended 2018-19 (Audited)	On or before 30-05-2019

Date of Book Closure

The Register of Members and the Share Transfer books will remain closed from Friday, August 17, 2018 to Wednesday, August 22, 2018 (both days inclusive) for the purpose of Annual General Meeting and Final dividend for the Financial Year 2017-18.

Dividend Payment Date

During the year under review, final dividend for FY 2016-17 was paid on October 5, 2017. The Final Dividend for FY 2017-18, if declared at the ensuing Annual General Meeting, shall be paid within thirty days from the date of Annual General Meeting.

Listing on Stock Exchanges

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip Code: 531859

Listing Fees

The Company has paid Listing Fees till the year 2018-2019 to BSE Limited.

Annual Custody Fees

The Company has paid the annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the year 2018-19 & 2017-18 respectively.

International Securities Identification Number (ISIN) for equity shares of the Company

INE457G01011.

Corporate Identity Number (CIN)

L02005MH1991PLC060686

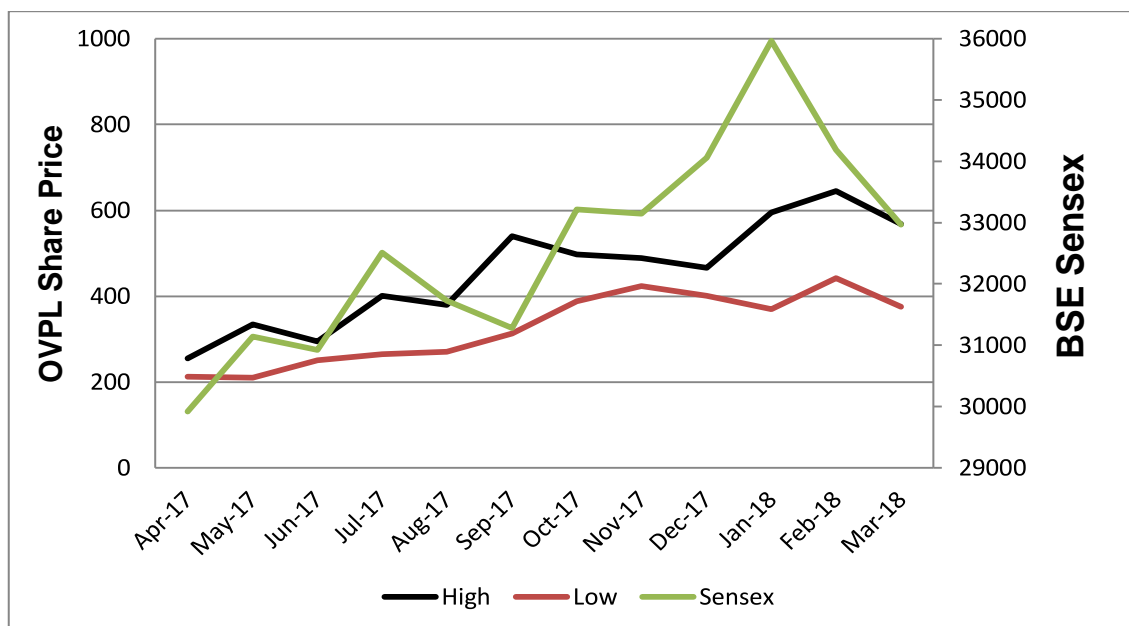
Market Price Data

The monthly high and low quotations of the closing price and volume of shares traded at BSE Ltd. (BSE) from April, 2017 to March, 2018 are as under:

Month	BSE Ltd.		
	High (Rs)	Low (Rs)	Volume
April - 2017	255	212	12,148
May - 2017	334.2	210.05	37,655
June - 2017	295.05	250	10,817
July - 2017	401	265	34,361
August - 2017	379.5	271	230,947
September - 2017	540	313.15	210,533
October - 2017	496.9	387.55	18,708
November - 2017	489	423.05	14,595
December - 2017	466	401	12,462
January - 2018	595	370	40,396
February - 2018	645	442.05	50,403
March - 2018	567.95	375	13,463

Source : BSE Website

Performance in comparison with BSE indices and Sensex



Registrar & Transfer Agents

Adroit Corporate Services Pvt. Ltd.
 19, Jaferbhoy Industrial Estate 1st
 Floor, Makwana Road Marol Naka,
 Andheri (E), Mumbai – 400 059
 Tel :91-22 – 2859 4060 ,
 Fax :91-22 – 2850 3748,
 Email : info@adroitcorporate.com
 Website :www.adroitcorporate.com

Share Transfer System

Transfer of equity shares in dematerialized form is done through the depositories without any involvement of the Company. Share transfers in physical form are processed by Adroit Corporate

Services Private Limited, Registrar & Transfer Agents and the share certificates are generally returned to the transferee(s) within a period of fifteen days from the date of receipt of transfer documents provided that the transfer documents are complete in all respects. The Board has constituted Share Transfer Committee which approves share transfers, transmission, issue of duplicate share certificates etc. on a weekly basis. In terms of the Listing Regulations, 2015, every six months, a Company Secretary in practice undertakes audit of the share transfer related activities and the compliance certificate issued upon audit is submitted to BSE.

Distribution of Shareholding as on March 31, 2018

No. of equity shares	No. of Shareholders	% of Shareholders	No. of shares held	% of shareholding
Upto – 100	1024	73.20	29,587	0.55
101 – 500	191	13.65	54,159	1.00
501 – 1000	63	4.50	53,113	0.99
1001 – 2000	32	2.29	49,111	0.91
2001 – 3000	9	0.64	24,502	0.45

No. of equity shares	No. of Shareholders	% of Shareholders	No. of shares held	% of shareholding
3001 – 4000	12	0.86	45,563	0.85
4001 – 5000	12	0.86	55,399	1.03
5001 – 10000	11	0.79	75,469	1.40
10001 – 20000	5	0.36	79,063	1.47
20001 – 50000	12	0.86	3,37,148	6.25
50001 & above	28	2.00	45,87,186	85.10
Total	1399	100.00	53,90,300	100.00

Shareholding Pattern as on March 31, 2018

Category of Shareholder	No. of Equity shares of face value of Rs.10/- each	As a percentage of total paid up Share Capital
A. Shareholding of Promoter and Promoter Group (A)		
Individual/ HUF	18,44,050	34.21
Bodies Corporate	6,68,000	12.39
Directors	2,21,800	4.11
Directors Relatives	3,16,800	5.88
Total (A)	30,50,650	56.60
B. Public Shareholding		
Individuals	22,35,956	41.49
Bodies Corporates	1,01,599	1.88
NRI / OCB	529	0.01
Trust	365	0.01
Clearing Member	1,201	0.02
Total (B)	23,39,650	43.40
Grand Total (A+B)	53,90,300	100.00

Dematerialisation of Shares and Liquidity

The equity shares of the company are available for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The equity shares of the Company have been notified by SEBI for settlement only in the demat form for all investors from March 21, 2000.

As on March 31, 2018, 51,58,900 Equity Shares of the Company constituting over 95.71% of the issued, subscribed and paid-up share capital of the Company are held in dematerialized form and 2,31,400 Equity Shares of the Company constituting over 4.29% is in Physical form. The Company's shares were regularly traded on the Bombay Stock Exchange (BSE) Limited.

Shares held in Demat and Physical mode as on March 31, 2018 are as under:

Category	Number of		% to total equity
	Shareholders	Shares	
Demat Mode			
NSDL	678	31,47,502	58.39
CDSL	668	20,11,398	37.32
Total	1,346	51,58,900	95.71
Physical Mode	53	2,31,400	4.29
Grand Total	1,399	53,90,300	100

Outstanding GDR/ADR/warrants or any convertible instruments, conversion date and likely impact on equity

The Company does not have any outstanding GDR / ADR / warrants or any convertible instruments as on March 31, 2018.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activity

The details are provided in Management Discussion and Analysis Report.

Service of documents through electronic mode

As a part of Green initiative, the members who wish to receive documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc., through e-mail, may kindly intimate their e-mail address to Company / Registrar and Transfer Agents (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).

Plant Locations

Survey No. 49, Village Aghai, Via Kalyan Railway Station, Thane - 421 601

Address for correspondence

The Shareholders may contact Company or Registrar & Transfer Agent on below address:

The Company Secretary

Oriental Veneer Products Limited

16, Mascarenhas Road, Mazgaon, Mumbai 400 010

Phone : 022 - 61389400 / 408

Fax : 022 - 61389401

Email : compliance.ovpl@gmail.com

Registrar & Transfer Agent

Adroit Corporate Services Pvt. Ltd.

19, Jaferbhoy Industrial Estate 1st Floor, Makwana Road Marol Naka, Andheri (E), Mumbai – 400 059.

Tel : 91-22 – 2859 4060,

Fax : 91-22 – 2850 3748,

Email : info@adroitcorporate.com

Website : www.adroitcorporate.com

**On behalf of the Board of Directors
For Oriental Veneer Products Limited**

SALEH N MITHIBORWALA

Chairman and Chief Financial Officer

DIN:00171171

Date: July 11, 2018

Place: Mumbai

ANNEXURE I

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board Members and Senior Management Personnel of Oriental Veneer Products Limited have affirmed compliance with the Code of Conduct for the year ended March 31, 2018.

For **ORIENTAL VENEER PRODUCTS LIMITED**

KARIM N MITHIBORWALA

Date: May 24, 2018

Managing Director

Place: Mumbai

DIN: 00171326

ANNEXURE II

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
Oriental Veneer Products Limited

We have examined the compliance of conditions of Corporate Governance by Oriental Veneer Products Limited ("the Company"), for the financial year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Managements' Responsibility

The compliance of conditions of the Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Auditor's Responsibility

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountant of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that performs Audits & Reviews of Historical Financial information and other Assurance & related service engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations as applicable.

We, further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Amarnath Sharma & Co.
Chartered Accountants
Firm Registration No. 100300W

AMAR NATH SHARMA

Proprietor
Membership No. 039579

Date- May 24, 2018
Place- Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN ECONOMIC OVERVIEW

The year 2017-18 started slowly and in uncertain environment with the economy coming to terms with the impact of demonetisation of ₹ 500 and ₹ 1,000 banknotes that came into effect on November 8, 2016 and also the implementation of the Goods and Services Tax (GST), a unified tax regime effected from July, 2017.

The first year of implementation of GST, as anticipated remained volatile, they have stabilised since and there is a gradual improvement in overall demand. Consumer sentiments were subdued for most of the financial year. While the economy witnessed a revival in activity in the second half, the annual growth stood at 6.5% for FY 2017-18, lower than 7.1% for FY 2016-17.

1. Industry Structure & Developments

Oriental Veneer Products Ltd (OVPL) is a 26 year old establishment engaged in the manufacturing and supply of several items for the Indian Railways and other industries.

Over the years, OVPL has developed a very strong relationship with the railways. In fact, the Company is a Preferred Part I Vendor to the Indian Railways. All the products

developed by OVPL for Indian Railways are approved by the Research Designs Standards Organisation (RDSO) which is the sole vendor approving body for the Railways. The products are also RITES certified, which is the sole inspecting authority for ensuring quality and clearance of all products supplied to Indian Railways.

The company manufactures several products consumed not just by the Indian Railways but many other industries as well such as Seat & Berth, Compreg Board & Articles thereof, Recorn, Coated Upholstery Fabric, Retention Tank, Luggage Rack, Furniture & Parts. The company has also started dealing in Plywood and Phenolic Resin & Hardner from the financial year 2017-18.

Subsidiary

Oriental Foundry Private Limited (OFPL)

The Wholly owned Subsidiary of the Company i.e. OFPL is into manufacturing of bogies and couplers. Orders received from Zonal Railways are being executed regularly.

During the year 2017-18, OFPL has acquired approximately 27 acres of industrial land at Lakadiya, Gujarat and has set up a second plant to assist your Company in expanding

its footprint in the new segments of Heavy Engineering of Rolling Stock i.e. Wagon used by Indian Railways and many other Industries.

The turnover of the subsidiary stood at ₹ 1673.51 Lakhs. OFPL is trying to achieve the market share and become a leading supplier of Railway Castings.

During the year, OFPL has also received an approval from RDSO for manufacture and supply of wagons to the Indian Railways.

Our Pride:

We at OVPL take pride in the fact that our association with the railways, has been immensely rewarding and mutually beneficial.

Research and Development

The Company recognizes the need for value addition in products and our vision is to introduce innovative products. To realise our aim we have a strong and well equipped Research & Development lab. R&D's contribution in OVPL's growth has been noteworthy. It has helped the Company to grow its business and expand its market presence through better service, quality and timely delivery of products. R&D has played a critical role in bringing down the costs, adopting new technologies for monetization and ensuring that the Company maintains its competitive edge.

2. Key Strengths

- a. The Company enjoys over 50% market share in Seats & Berths and Densified thermal Bonded Block (DTBB).
- b. We have a strong customer evaluation focus and position our products in line with evolving market demand.
- c. Our strong marketing team has helped us move up the value chain.

3. Opportunities & Threats

Opportunities :

Our success as an organisation depends on our ability to identify opportunities and leverage them while mitigating the risks that arise while conducting our business.

Ability and alertness to spot new opportunities for products and services required by the Indian Railways; and moving in swiftly to match the same with quality products that meet the specifications of the consuming organisation in a time bound manner, has been the key to success. The Company has always endeavored in identifying the gaps and has rapidly stepped in to fulfill demands of the railways.

Threats :

As the Indian railway is the largest buyer of the Company's products, any change in policies of Indian Railways whether positive or

negative, has a direct impact on the Company's business.

4. Outlook

With increasing participation expected from private players, both domestic and foreign, due to favourable policy measures, both passenger and freight traffic is expected to grow rapidly over the medium to long term. Government of India's focus on Railway infrastructure is a major factor which will accelerate growth of the Industry.

The total capital and development expenditure of Railways has been pegged at ₹ 1.48 Lakh crores in the Budget 2018-19, promising the Industry's future.

The Company continues to have successful relationship with its customers i.e Indian Railways deriving majority of the company's revenues.

5. Risks and Concerns

The operational risks are risk of a loss resulting from inadequate or failed internal process, people and systems, or from external events.

This section lists our, risks and concerns:

- Raw Material Price Risk;
- Environmental and other regulatory risk;
- Change in Indian railway policies;

- Change in borrowing interest rates.

6. Segment-Wise Performance

The Company has only one segment of activity named Indian Railway Products, in accordance with the definition of "Segment" covered under Indian Accounting Standard (Ind AS) 108 on Operating Segments. The performance of the Company is discussed in this Report.

7. Internal Control Systems

The Company has a defined systems of internal controls for financial reporting of transactions and compliance with relevant laws and regulation commensurate with its size and nature of business. The Company also has a well defined process for on going management reviews and periodic reinterview of businesses as key operational controls wherein the performance of divisions are reviewed against budgets and corrective actions are taken to ensure alignment with strategic objectives.

The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures. Based on their recommendations, the Company has implemented a number of control measures both in operational, internal control and accounting related areas, apart from security related measures.

8. Financial Highlights

(₹ in Lakh)			
Particulars	2017-18	2016-17	Change (%)
Revenue from operations	11,769.53	9,811.72	19.95
Other income (2)	215.24	191.67	12.30
Sub-total (1+2)	11,984.77	10,003.39	19.81
Total Expenditure	10,294.67	8,800.87	16.97
Profit/(Loss) before Tax	1,690.11	1,202.52	40.55
Profit/ (Loss) after Tax	1,097.50	771.71	42.22

The revenues from operations of the Company have grown by more than 19.95% as compared to the previous financial year. The other income of the Company also increased by 12.30%. During the current financial year, the

Company has recorded Profit after tax of ₹ 1,097.50 Lakhs, resulting in 42.22% increase as compared to previous year. The Company is expected to earn more profits in the coming years.

9. Human Capital

Our employees are our greatest asset and we are committed to attract, retain and recognize talent. We believe in providing our employees career growth while boosting a collaborative and fair working environment. Being entrepreneurial in spirit, we encourage fresh minds and new ideas.

We believe that our integrated yet decentralised way of working provides our employees with the opportunity to develop leadership capabilities and business acumen as they balance their professional knowledge with insights and perspectives gained through local market experience and customer relationships. We support the professional development of our

employees. We believe in providing them both vertical and lateral growth through training programmes, on the job opportunities and rewards and recognition to encourage superior performance and a competitive mind-set.

CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis Report describing the Company's objectives, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

INDEPENDENT AUDITOR'S REPORT

**To,
The Members of Oriental Veneer Products Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Oriental Veneer Products Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss Statement, including Statement of the Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statement.").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement of Changes in Equity of the company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and

prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Standalone Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the

auditor considers internal financial control relevant to the Company's preparation of the Standalone Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its Profit including Other comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure-A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we further report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief

were necessary for the purpose of our audit;

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The standalone Balance Sheet, the standalone Profit and Loss Statement, and the standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Standalone Financial Statements comply with applicable Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. In our opinion and to the best of our information and according to the explanation given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 37 to standalone financial statements.
- (ii) The Company has made provision, as required under the applicable

law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- (iii) There has not been an occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Amarnath Sharma & Co.
Chartered Accountants
Firm Registration No. 100300W**

**Amar Nath Sharma
Proprietor
Membership No. 039579
Date:- May 24, 2018
Place:-Mumbai**

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date.)

i

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. The Company has a regular programme for physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

c. According to information and explanations given by the management, the title deeds/lease deeds of immovable properties included in Property, Plant and Equipment are held in the name of the Company.

ii The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

iii

a. The Company has granted loans to one company covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of loan which in our opinion and according to the information and explanations given to us, the terms and conditions are generally not prejudicial to the Company's interest.

b. As per information and explanation given to us, the principal/interest amounts are repayable on demand and there is no repayment schedule.

c. As per information and explanation given to us, the principal/interest amounts are repayable on demand and hence the amount has not overdue for more than 90 days.

iv In our opinion and according to the information and explanations given to us, and considering the legal opinion taken by the Company on applicability of section 185 and section 186 of the Companies Act, 2013 and the Company has complied with the provisions of section 185 of the Companies Act 2013. Further, based on the information and explanations given to us, being an infrastructure company, provision of section 186 of the Companies Act, 2013 is not applicable to the Company and hence not commented upon.

v The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

vi We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the central government under section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, Prima Facie, the prescribed accounts and cost records have been maintained. we have, however, not made a detailed examination of the cost records with a

view to determine whether they are accurate or complete.

vii

- a. According to Information and explanation given to us, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues have generally regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

- b. According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales-Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable except as below;

Name of Statute	Nature of Dues	Period to	Amount (₹)	Remarks, If any
GST Act, 2017	GST	August, 2017 to October, 2017	4,11,172	Company has not paid GST under RCM due to non clear of certain notification under GST.
Income Tax Act, 1961	Advance Tax	June, 2017 to September, 2017	2,17,24,091	Company has not paid advance tax for the first & second quarter of the F.Y.2017-18 but has paid ₹ 4 Crore in the fourth quarter of the F.Y.2017-18.
Income Tax Act, 1961	DDT	Financial Year 2016-17	21,94,676	Company has not paid DDT of the F.Y.2016-17

- c. As per information and explanation provided to us, the following are the details of disputed Tax liabilities and

the forum in which they are pending [referred in Note 39 to the standalone financial statement] :

Financial Year	Amount (₹)	Type of Liability	Forum Where Dispute is Pending
1997-98	1,427,168	Central Excise	Appeal Filed with Custom, Excise and Service Tax Appellate Tribunal, Mumbai

- viii In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.

- ix Based on the information and explanations given to us by the management, the company has raised new term loans during the year. The term Loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were raised.

- x To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi In our opinion and according to the information and explanations given to us, the Company has not paid / provided any managerial remuneration during the year and hence reporting under clause 3 (xi) of the Order is not applicable.
- xii The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- xvi The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Amarnath Sharma & Co.
Chartered Accountants
Firm Registration No. 100300W**

**Amar Nath Sharma
Proprietor
Membership No. 039579
Date:- May 24, 2018
Place:- Mumbai**

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Oriental Veneer Products Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**For Amarnath Sharma & Co.
Chartered Accountants
Firm Registration No. 100300W**

**Amar Nath Sharma
Proprietor
Membership No. 039579
Date:- May 24, 2018
Place:-Mumbai**

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Standalone Balance Sheet as at March 31, 2018

			(' In Lakhs)
	Notes	March 31, 2018	March 31, 2017
ASSETS			
Non - Current assets			
Property , Plant and Equipment	3	909.96	737.91
Intangible assets	3	-	1.08
<u>Financial assets</u>			
Investments	4	880.25	880.25
Loans	5	84.65	88.95
Total Non-Current Assets		1,874.86	1,708.19
Current Assets			
Inventories	6	2,464.17	1,370.11
<u>Financial assets</u>			
Trade receivables	7	3,651.90	2,495.02
Cash and Cash Equivalents	8	2,824.86	2,692.16
Loans	9	1,523.91	334.73
Other current assets	10	73.54	127.60
Total Current Assets		10,538.37	7,019.62
Total Assets		12,413.23	8,727.81
		March 31, 2018	March 31, 2017
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	539.03	539.03
Other Equity	12	3,683.86	2,716.11
Total Equity		4,222.89	3,255.14
Liabilities			
Non - Current liabilities			
<u>Financial Liabilities</u>			
Borrowings	13	10.70	43.83
Provisions	14	49.95	46.35
Deferred Tax Liabilities (Net)	15	87.78	72.93
Total Non - Current liabilities		148.42	163.11
Current liabilities			
<u>Financial liabilities</u>			
Borrowings	16	3,835.38	3,187.11
Trade Payables	17	3,085.75	1,276.46
Other financial liabilities	18	381.57	276.55
Provisions	19	739.22	569.44
Total Current Liabilities		8,041.92	5,309.56
Total Equity & Liabilities		12,413.23	8,727.81
Significant accounting policies and Notes to the financial statement	2		

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Karim N. Mithiborwala
Managing Director
DIN: 00171326

Priya V Bhagat
Company Secretary
M No. A46398

Statement of standalone profit and loss for the year ended March 31, 2018

	Notes	March 31, 2018	(` In Lakhs) March 31, 2017
Income			
Revenue from operations	20	11,769.53	9,811.72
Other Income	21	215.24	191.67
Total Income		11,984.77	10,003.39
Expenses			
Cost of Material Consumed	22	7,080.76	5,628.17
Purchase of Stock-in-Trade	22	751.15	615.31
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(254.50)	(264.69)
Excise duty & Service Tax		141.83	569.57
Employee Benefits Expense	24	967.51	798.19
Finance Costs	25	167.87	176.42
Depreciation and Amortisation	26	94.78	97.85
Other Expenses	27	1,345.25	1,180.05
Total Expenses		10,294.67	8,800.87
Profit Before Tax		1,690.11	1,202.52
Tax expenses			
Current tax		(577.76)	(422.37)
Deferred tax		(14.85)	(8.43)
Total tax expenses		(592.60)	(430.81)
Profit for the year		1,097.50	771.71
Other comprehensive income:			
i. Items that will not be reclassified to Statement of Profit and Loss		-	-
ii. Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
iii. Items that will be reclassified to Statement of Profit and Loss		-	(27.61)
iv. Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	(20.86)
Total comprehensive income for the year		1,097.50	723.24
Earnings per equity share of face value of ` 10 each			
Basic (in `)	28	20.36	13.42
Significant accounting policies and Notes to the financial statement	2		

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Karim N. Mithiborwala
Managing Director
DIN: 00171326

Priya V Bhagat
Company Secretary
M No. A46398

Statement Of Changes In Equity For The Year Ended March 31, 2018

A. EQUITY SHARE CAPITAL

(₹ In Lakhs)

Balance at the beginning of the reporting period i.e. April 01, 2016	Changes in Equity Share capital during the year 2016-17	Balance at the end of the reporting period i.e. March 31, 2017	Changes in Equity Share capital during the year 2017-18	Balance at the end of the reporting period i.e. March 31, 2018
539.03	-	539.03	-	539.03

B. OTHER EQUITY

(₹ In Lakhs)

	Reserve & Surplus			Total
	Capital Reserve	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period i.e. April 01, 2016	30.25	359.54	1,684.37	2,074.15
Total Comprehensive Income for the year	-	-	723.90	723.90
Effect of transition to Ind AS			48.47	48.47
Dividend	-	-	107.81	107.81
Tax on Dividend	-	-	21.95	21.95
Transfer to/from Retained Earnings	-	2,326.33	-2,326.33	0.00
Balance at the end of the reporting period i.e. March 31, 2017	30.25	2,685.86	-	2,716.77
Balance at the beginning of the reporting period i.e. April 01, 2017	30.25	2,685.86	-	2,716.77
Total Comprehensive Income for the year	-	-	1,097.50	1,097.50
Dividend	-	-	107.81	107.81
Tax on Dividend	-	-	21.95	21.95
Transfer to/from Retained Earnings	-	967.75	-967.75	-
Balance at the end of the reporting period i.e. March 31, 2018	30.25	3,653.61	-	3,683.86

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Karim N. Mithiborwala
Managing Director
DIN: 00171326

Priya V Bhagat
Company Secretary
M No. A46398

Standalone Cash Flow Statement for the year ended March 31, 2018

	March 31, 2018	March 31, 2017
	(₹ In Lakhs)	
Cash flow from operating activities		
Profit before tax and after prior period items	1,690.11	1,202.52
Non-cash adjustment to reconcile profit before tax to net cash flows:		
Depreciation/ amortization on continuing operation	94.78	97.85
Interest and Financial expense	167.87	176.42
Profit on sale of Vehicle	(2.21)	-
Dividend Income	(0.83)	(0.79)
Interest income	(198.73)	(190.30)
Operating profit before working capital changes	1,750.99	1,285.70
Movements in working capital:		
Increase/ (decrease) in current liabilities/provisions	2,102.54	(519.34)
Decrease / (increase) in trade receivables	(1,156.88)	(357.54)
Decrease / (increase) in short-term loans and advances	(1,184.88)	983.40
Decrease / (increase) in Inventories	(1,094.06)	540.93
Decrease / (increase) in other current assets	54.07	(98.23)
Cash generated from / (used in) operations	471.78	1,834.94
Direct taxes paid (net of refunds)	(592.60)	(430.81)
Cash flow before extraordinary item	(120.82)	1,404.13
Extra ordinary item	-	-
Net cash flow from/ (used in) operating activities (A)	(120.82)	1,404.13
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	(266.34)	(113.86)
Sale of Fixed Assets	2.80	-
Purchase of investments	-	(50.00)
Interest received	198.73	190.30
Dividend received	0.83	0.79
Net cash flow from/ (used in) investing activities (B)	(63.98)	27.22
Cash flows from financing activities		
Call Received	-	0.19
Dividend proposed with Taxes	(129.75)	(129.75)
Long/Short Term Borrowing Taken/Repayment during the year (net)	615.13	(1,134.26)
Interest and financial Expenses paid	(167.87)	(176.42)
Net cash flow from/ (used in) in financing activities (C)	317.51	(1,440.24)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	132.70	(8.88)
Cash and cash equivalents at the beginning of the year	2,692.16	2,701.04
Cash and cash equivalents at the end of the year	2,824.86	2,692.16
Components of cash and cash equivalents		
Cash on hand	11.61	24.97
With banks- on current account	18.04	26.96
Fixed Deposits	2,795.21	2,640.23
Total cash and bank balances	2,824.86	2,692.16

Significant accounting policies and Notes to the financial statements 2

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

} **Saleh N. Mithiborwala**
Whole Time Director / CFO
DIN: 00171171

} **Karim N. Mithiborwala**
Managing Director
DIN: 00171326

} **Priya V Bhagat**
Company Secretary
M No. A46398

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2018

Note 1 - Corporate information

Oriental Veneer Products Ltd. company incorporated under the provisions of the Companies Act, 2013 [Earlier Companies Act, 1956] on 8th March 1991 as a Private Limited Company in the name of "ORIENTAL VENEER PRODUCTS PRIVATE LIMITED". The name of Company subsequently changed from "ORIENTAL VENEER PRODUCTS PRIVATE LIMITED" to "ORIENTAL VENEER PRODUCTS LIMITED" as on 3rd July 1995 and it became as public Ltd. company, Limited by Shares.

The company is engaged in the manufacturing, buying and selling of all type Recron, Seat & Berth, Compreg Boards and also engaged in trading of timber woods and all its products. The Company caters to both domestic and international markets.

Note 2 - Significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter. For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first the Company has prepared in accordance with Ind AS. Refer to note 40 for information on how the Company adopted Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- A. Derivative financial instruments;
- B. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

In addition, the carrying values of recognized assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- A. Expected to be realised or intended to be sold or consumed in normal operating cycle.
- B. Held primarily for the purpose of trading.
- C. Expected to be realised within twelve months after the reporting period, or
- D. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- A. It is expected to be settled in normal operating cycle.
- B. It is held primarily for the purpose of trading.
- C. It is due to be settled within twelve months after the reporting period, or
- D. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.3 Foreign currencies transactions and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2017 which are related to the acquisition

or construction of qualifying assets are adjusted in the carrying cost of such assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.4 Fair value measurement

The Company measures financial instruments at fair value on initial recognition.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that

market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Income from services

Revenue in respect of contracts for services is recognized on completion of services.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

2.6 Property, plant and equipment

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., April 1, 2016.

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised at cost, including non-deductible excise duty, wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the

recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. Depreciation on the identified components has been provided for on straight line method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on additions is provided on Pro-rata basis for the period for which the Assets are put to use. Assets costing ₹ 5000/- or less are fully depreciated in the year of purchase.

Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized

development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

The summary of amortization policy applied to the Company's intangible assets is as below:

Type of Asset	Life (Years)
Computer Software	5

2.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are charged to Profit and Loss accounts.

2.9 Leases

Company in its capacity as lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease

management fees, legal charges and other initial direct costs of lease are capitalized.

2.10 Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on First-in First-Out basis.

Finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on First-in First-Out basis.

2.11 Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate

that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.12 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates one defined benefit plan for its employees, viz., gratuity. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

2.13 Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax

liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".

2.14 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the

weighted average number of equity shares outstanding during the period.

2.15 Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.16 Financial instruments

Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a. Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.17 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Decommissioning Liabilities

The liability for decommissioning costs are recognized when the Company has obligation to perform site restoration activity. The recognition and measurement of decommissioning provisions involves the use of estimates and assumptions. These include; the timing of abandonment of well and related facilities which would depend upon the ultimate life of the field, expected utilization of assets by other fields, the scope of abandonment activity and pre-tax rate applied for discounting.

B. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

C. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of

judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

D. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

E. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.18 FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from April 01, 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Exceptions applied

The Company has applied all the mandatory exceptions in accordance with Ind AS 101. Following are the exceptions with significant impact:

A. Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of Indian GAAP did not require estimation:

FVTOCI – unquoted and quoted equity shares

FVTPL – debt securities

Impairment of financial assets based on expected credit loss model.

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016, the date of transition to Ind AS and as of March 31, 2017.

B. Classification and measurement of financial assets

The Company has classified financial assets on the basis of the facts and

circumstances that exist at the date of transition to Ind AS.

C. Derecognition of financial assets and financial liabilities

The Company has elected to apply the derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after April 1, 2015. However, for certain financial assets and financial liabilities derecognition requirements in Ind AS 109 were applied retrospectively where information needed was obtained at the time of initially accounting for derecognition.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

A. Exemptions from retrospective application

The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2016 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Company has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date.

B. Fair value as deemed cost exemption

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value

of property, plant and equipments as recognised in financial statements as per Indian GAAP and regard those values as deemed costs on the date of transition and has carried forward gross block and accumulated depreciation only for discloser purposes.

C. Cumulative translation differences

The Company has elected to apply Ind AS 21 - The Effects of changes in Foreign Exchange Rate prospectively. Accordingly all cumulative gains and losses recognised are reset to zero by transferring it to retained earnings.

D. Long Term Foreign Currency Monetary Items

The Company continues the policy of capitalising exchange differences arising on translation of long term foreign currency monetary items.

E. Investments in subsidiaries, joint ventures and associates

The Company has elected to measure investment in subsidiaries, joint venture and associate at cost.

F. Decommissioning liabilities

The Company has elected to apply the transitional provision with respect to recognition of Decommissioning, Restoration and Similar Liabilities.

Notes to the standalone Financial Statement for the year ended March 31, 2018

Note 3 - Property , Plant and Equipment

(` In Lakhs)

Gross Block												Net Block	
Particulars	Balance as at April 01, 2017	Additions	Disposal/ Retirement	Balance as at March 31, 2018	Balance as at April 01, 2017	Depreciation charge for the year	Disposal During The Year	Reversal	Balance as at March 31, 2018	Balance as at March 31, 2018	Balance as at March 31, 2017		
a. Tangible Assets													
Land	19.33	-	-	19.33	-	-	-	-	-	19.33	19.33		
Building	364.67	-	-	364.67	256.24	12.47	-	-	268.71	95.96	108.43		
Residential Flat	99.45	-	-	99.45	8.41	1.59	-	-	10.00	89.46	91.05		
Plant & Machinery	612.51	248.14	-	860.65	223.16	48.88	-	-	272.04	588.61	389.35		
Equipments	8.36	-	-	8.36	2.65	1.43	-	-	4.09	4.28	5.71		
Vehicle	265.90	9.14	13.73	261.32	154.16	22.48	13.14	-	163.50	97.82	111.74		
Computer	29.31	9.06	-	38.37	17.01	6.85	-	-	23.86	14.51	12.31		
Total (I)	1,399.53	266.34	13.73	1,652.15	661.63	93.70	13.14		742.18	909.96	738.91		
b. Intangible Assets													
Software	11.49	-	-	11.49	10.41	1.08	-	-	11.49	-	1.08		
Total (II)	11.49	-	-	11.49	10.41	1.08	-	-	11.49	-	1.08		
Total (I) + (II)	1,411.02	266.34	13.73	1,663.63	672.03	94.78	13.14	-	753.67	909.96	737.99		
At March 31, 2017	1,297.16	113.86	-	1,411.02	574.18	97.85	-	-	672.03	738.99	722.98		

The Company has elected to continue with the carrying value of property, plant and equipments as recognised in financial statements as per Indian GAAP and regard those values as deemed costs on the date of transition and has carried forward gross block and accumulated depreciation only for discloser purposes.

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 4 - Investments - Non Current

	(₹ In Lakhs)
March 31, 2018	March 31, 2017
Investment in equity shares (quoted)	
2,00,500(Previous Year 2,00,500) Equity Share of Rs.. 10 Each Fully Paid up in Nageshwar Investment Ltd. (Note:- 38)	58.34
Less : Provision for Permanent Dimunition in Value of Investment	(58.34)
Closing Balance [A]	-
Investment in equity shares (unquoted)	
2,500 (Previous Year 2,500) Equity Share of Rs. 10 Each in Saraswat Co-op Bank Ltd	0.25
20,000 (Previous Year 20,000) Equity Share of Rs.25 Each in SVC Co- Op Bank Ltd.	5.00
82,50,000 (Previous Year 45,00,000)Equity Share of Rs. 10 Each in Oriental Foundry Pvt Ltd. [Subsidiary]	875.00
Total	880.25

Note 5 - Loans -Non Current

(Unsecured, Considered Good)

	(₹ in Lakhs)
March 31, 2018	March 31, 2017
Security Deposits	57.64
Balances with statutory / government authorities	61.94
Duties under Dispute *	27.01
Total	84.65

*Duties under Dispute showing amount which is related to Excise.

Note 6- Inventories (Valued at lower of cost and net realizable value)

	(₹ in Lakhs)
March 31, 2018	March 31, 2017
Raw materials	869.21
Finished goods	423.69
Semi-Finished goods	88.99
Stores & others and Packing Material	1,059.14
Stock in Trade	730.57
	28.61
	24.17
Total	2,464.17

Note 7 - Trade receivables

	(₹ in Lakhs)
March 31, 2018	March 31, 2017
Unsecured, considered good unless stated otherwise	
Trade Receivables	3,651.90
Total	2,495.02

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 8 - Cash and Cash Equivalents

	March 31, 2018	March 31, 2017
	₹	₹
<u>Balance with banks:</u>		
On current accounts	18.04	26.96
Cash on hand	11.61	24.97
	29.65	51.93
<u>Other fixed deposit with banks</u>		
Fixed Deposit with Banks	2,795.21	2,640.23
Total	2,824.86	2,692.16

Notes 9 - Loans- Current (Unsecured, Considered Good)

	March 31, 2018	March 31, 2017
	₹	₹
Advance recoverable in cash or kind*	345.93	169.21
Balances with statutory / government authorities	1,177.97	165.52
Total	1,523.91	334.73

* Includes advance to creditors & others loans & advances

Note 10 - Other current assets

	March 31, 2018	March 31, 2017
	₹	₹
Interest accrued on Deposit with MSEB	1.65	2.34
Interest accrued on FDR with banks	71.89	125.27
Total	73.54	127.60

Note 11 - Share Capital

	March 31, 2018	March 31, 2017
	₹	₹
Authorized		
6,000,000 (Previous year 6,000,000) equity share of Rs. 10 each	600.00	600.00
Issued, subscribed & fully paid up		
53,90,300 (Previous year 53,90,300) equity shares of Rs. 10 each fully paid up	539.03	539.03
Total	539.03	539.03

a. Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period

	March 31, 2018	March 31, 2017
	Number of Shares	Number of Shares
At the beginning of the period	53.90	53.90
Add: Issue of Shares during the year	-	-
	53.90	53.90
Less:- Calls in Arrears	-	-
Outstanding at the end of the year	53.90	53.90

Notes to the standalone Financial Statements for the year ended March 31, 2018

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a per value of Rs. 10 per share. Each Equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% shares in the company*

Name of the shareholder	March 31, 2018		March 31, 2017	
	Number of Shares	% holding	Number of Shares	% holding
Vision Infpro (India) Private Ltd.	5.50	10.20%	5.50	10.20%
Vali N Mithiborwala	4.19	7.77%	4.19	7.77%
Saleh N Mithiborwala	3.62	6.71%	3.62	6.71%

* As per records of the Company, Including its Register of Shareholders/ Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 12 - Other Equity

	(` in Lakhs)	
	March 31, 2018	March 31, 2017
Reserve & Surplus		
a) Capital Reserve*		
Balance as per the last financial statement	30.25	30.25
Add: Transfer during the year	-	-
Closing balance	30.25	30.25
* Capital Reserve stood for State Capital Subsidy		
b) General Reserve		
Balance as per the last financial statement	2,685.86	359.54
Add: Transfer during the year	967.75	2,326.33
Closing balance	3,653.61	2,685.86
Surplus in the statement of profit and loss		
Balance as per last financial statement	-	1,684.37
Add: Profit for the year	1,097.50	723.24
Add: Effect of transition to Ind AS	-	48.47
Net surplus in the statement of profit and loss	1,097.50	2,456.08
<u>Less : Appropriations</u>		
Proposed Dividend on Equity Shares	107.81	107.81
[Dividend per Share Rs.2/-]	-	-
Tax on Dividend	21.95	21.95
Transfer to General Reserve	967.75	2,326.33
Total	-	-
Total	3,683.86	2,716.11

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 13 - Borrowing

(` in Lakhs)

	Non-current portion		Current portion	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Secured				
Term loans				
Indian rupee loan from banks				
Vehicle Loan*	8.16	13.99	12.62	27.91
Term loan	2.54	29.84	23.93	26.66
	10.70	43.83	36.55	54.57
The above amount includes				
Amount disclosed under the head	-	-	(36.55)	(54.57)
Net amount	10.70	43.83	-	-

*Secured by hypothecation of vehicles acquired under said loans.

Note 14 - Provision

(` in Lakhs)

	March 31, 2018	March 31, 2017
<u>Provision for employee benefits</u>		
Provision for gratuity	49.95	46.35
Total	49.95	46.35

Note 15 - Deferred tax liabilities (Net)

(` in Lakhs)

	March 31, 2018	March 31, 2017
<u>Deferred tax liabilities</u>		
Related to fixed assets	87.78	72.93
<u>Deferred tax assets</u>		
Less: Disallowances under Income tax	-	-
	87.78	72.93

Note 16 - Borrowings - Current

(` in Lakhs)

	March 31, 2018	March 31, 2017
Secured		
Working capital loan		
From Banks		
Rupee Loan*	3,835.38	3,187.11
Total	3,835.38	3,187.11

* Working Capital Loan from The Saraswat Co. Op. Bank Ltd and The Shamrao Vithal Co. Op Bank Ltd. are Secured by hypothecation of present and future Inventories, Book debts and other current assets of the Company. The Working Capital loans are further guaranteed by Directors of the Company, including Managing Director of the Company. Working Capital loans are further secured by first charge on the Fixed Assets of the Company.

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 17 - Trade Payables

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Micro, Small & Medium Enterprises	-	-
Other Payable	3,085.75	1,276.46
Total	3,085.75	1,276.46

Note 18 - Other Financial Liabilities - Current

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Current maturities of Borrowings - Non Current	36.55	54.57
Others Payable*	345.02	221.98
Total	381.57	276.55

*Other liabilities includes statutory dues, creditor for capital expenditure, advances from customer and other expenses payable.

Note 19 - Provision

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Other		
Income Tax	577.76	422.37
Provision for Gratuity	9.76	9.06
Provision for Excise duty*	-	8.25
Proposed Dividend on Equity Shares	107.81	107.81
Tax on Dividend	43.89	21.95
Total	739.22	569.44

* The Company had recognised liability based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on March 31, 2017 of ₹ 8.25 Lakhs as per the estimated pattern of dispatches. During the year, ₹ 8.25 lakhs was utilised for clearance of goods. Provision recognised under this class for the year is ₹ Nil which is outstanding as on March 31, 2018. Actual outflow is expected in the next financial year.

Note 20 - Revenue from operations

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Value of Sales	11,494.40	8,738.95
Add: Excise duty	141.83	569.57
Add: Other Tax	133.30	503.20
Revenue from operation	11,769.53	9,811.72

Notes to the standalone Financial Statements for the year ended March 31, 2018

Detail of products sold (Net)	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Seat & Berth	7,726.79	5,160.25
Recorn	132.16	365.98
Compreg Board & Articles thereof	1,789.18	1,999.40
Furniture & Parts	74.46	16.48
Retention Tank	553.20	148.27
Coated Upholstery Fabric	101.54	265.33
Luggage Rack	-	123.11
Plywood	99.04	-
Phenolic Resin & Hardner	132.04	-
Others*	60.07	58.77
	<u>10,668.47</u>	<u>8,137.58</u>
Traded goods sold (Net)	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Polyster Staples Fibers	811.69	596.87
	<u>811.69</u>	<u>596.87</u>
Details of Sale of Services(Net)	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Installation Charges /Labour Charges	14.24	4.50
	<u>14.24</u>	<u>4.50</u>
Note 21 - Other income	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Interest on Bank FDR	172.89	188.21
Interest on Other (MSEB Deposits)	1.84	2.08
Dividend on non current investment	0.83	0.79
Interest on Calls in Arrears	-	0.58
Interest on Railway Security Deposit	24.00	-
Foreign Currency Fluctuation	5.22	-
Profit on Sale of Vehicle	2.21	-
Excess Provision Written Back	8.25	-
Total	<u>215.24</u>	<u>191.67</u>
Note 22 - Cost of material and consumed	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Opening Stock	452.30	1,257.92
Add: Purchases (Including stores)	7,920.32	4,822.55
	8,372.62	6,080.47
Less: Closing Stock (including stores)	1,291.86	452.30
Total	<u>7,080.76</u>	<u>5,628.17</u>

Notes to the standalone Financial Statements for the year ended March 31, 2018

Traded goods purchase		(₹ in Lakhs)
	March 31, 2018	March 31, 2017
Polyster Staples Fibers	751.15	615.31
	751.15	615.31
Detail of material consumed		(₹ in Lakhs)
	March 31, 2018	March 31, 2017
Raw Material	5,885.70	4,816.30
Stores & others and Packing Material	1,195.06	811.87
	7,080.76	5,628.17
Detail of inventory		(₹ in Lakhs)
	March 31, 2018	March 31, 2017
Opening		
Raw material	423.69	1,105.99
Stores & others and Packing Material	28.61	151.93
	452.30	1,257.92
Closing		
Raw material	869.21	423.69
Stores & others and Packing Material	422.64	28.61
	1,291.86	452.30
Note 23 - Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		(₹ in Lakhs)
	March 31, 2018	March 31, 2017
Inventories (at close)		
Finished goods	88.99	145.80
Work in Progress	1,059.14	730.57
Stock in Trade	24.17	41.44
	1,172.31	917.81
Inventories (at commencement)		
Finished goods	145.80	135.26
Work in Progress	730.57	517.86
Stock in Trade	41.44	-
	917.81	653.12
Total	(254.50)	(264.69)
Note 24 - Employee benefit expense		(₹ in Lakhs)
	March 31, 2018	March 31, 2017
Salaries, Wages and Bonus	847.68	692.40
Contribution to Provident Fund and Other Funds	25.28	27.33
Staff Welfare Expenses	94.55	78.47
Total	967.51	798.19

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 25 - Finance Costs

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Interest on Term Loan	7.18	13.38
Interest on Working Capital Loans	133.29	144.61
Others	27.41	18.43
Total	167.87	176.42

Note 26 - Depreciation and Amortization Expense

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Depreciation of tangible assets	93.70	95.55
Amortization of intangible assets	1.08	2.30
Total	94.78	97.85

Note 27 - Other expenses

	(₹ in Lakhs)	
	March 31, 2018	March 31, 2017
Manufacturing expenses		
Power and fuel	235.40	201.96
Labour Charges	98.43	49.48
Testing Charges	4.98	3.78
Water Charges	21.00	16.43
Excise duty*	-	0.60
Factory Expenses	31.28	27.74
<u>Repairs and maintenance</u>	-	-
Plant and machinery	10.50	4.68
	401.60	304.67
Sales & Administration Expenses		
Advertisement	3.03	2.58
Books and Periodicals	0.27	0.21
Business Promotion	9.65	5.22
Communication costs	27.10	30.11
Commission Expenses	1.66	-
Computer Expenses	8.23	5.96
Discount & Rebate	(2.39)	1.04
Electricity Expenses (Office)	6.07	5.69
Exchange gain loss (net)	-	2.13
Fees And Subscription	2.86	2.55
Freight Out Ward & Loading & Unloading charges	200.48	31.70
Inspection Charges	0.11	1.52
Insurance	18.33	12.07
Legal and professional fees	32.94	32.59
Office and Administrative	83.39	51.17
Payment to auditor	6.00	6.00
Postage & Telegram	5.26	5.10
Printing and stationery	21.35	14.90

(Continued)

Notes to the standalone Financial Statements for the year ended March 31, 2018

Rent, Rates and taxes	9.91	8.61
VAT/Other Taxes	133.30	503.20
Repair and Maintenance of Staff Quarter	10.78	2.52
Security Charges	10.65	11.36
Tender Fees	3.78	3.95
Travelling and conveyance	291.57	91.84
Vehicle Expenses	59.31	43.36
	943.66	875.38
Total	1,345.25	1,180.05

Payment to Auditor

As auditor:

Audit fee	6.00	6.00
	6.00	6.00

* Excise Duty shown under expenditure represents the aggregate of excise duty borne by the company and difference between excise duty on opening and closing stock of finished goods.

Note 28 - Earnings per shares

	March 31, 2018	March 31, 2017
	(₹ in Lakhs)	
Profit after tax (₹)	1,097.50	723.24
Weighted average number of shares outstanding during the year	53.90	53.90
Face value per share (₹)	10.00	10.00
Basic earnings per share (₹)	20.36	13.42

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Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 29 - Related Party Disclosure [as certified by Management]

(a) List of related parties where control exists and related with whom transactions have taken place and

Name of the Related Party	Relationship
M/s. Oriental Foundry Pvt Ltd.	Subsidiary Company
Ms. Priya V Bhagat [Company Secretary]	Key Management Personnel
M/s. V.K.Mithiborwala & Co.Pvt.Ltd M/s. Industrial Laminates (I) Pvt. Ltd. M/s. Gen Wood Products Pvt Ltd. M/s. Exim Trade Links (I) Pvt Ltd. M/s. Vision Housing & Infrastructure Co Pvt Ltd. M/s. Oriental Technocraft Pvt Ltd. M/s. Virtue Infrastructures Private Limited M/s. Trishala Veener Pvt Ltd.	Enterprises in which Key Management Personnel exercises Significant Influence or their relatives

b) Transactions with related parties for the year ended March 31, 2018

(` in Lakhs)

Particulars	Subsidiary Company		Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
<u>Salary paid</u>						
Ms.Priya V Bhagat	-	-	3.70	1.20	-	-
Mr.Satish V Bhanushali	-	-	-	2.22	-	-
<u>Unsecured Loans taken</u>						
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	-	7.00
M/s. Virtue Infrastructures Private Limited	-	-	-	-	-	340.00
<u>Unsecured Loans repayment</u>						
M/s. Vision Housing & Infrastructure Co Pvt L	-	-	-	-	-	31.11
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	-	-	-	412.90
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	-	2,228.62
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	-	926.88
M/s. Gen Wood Products Pvt Ltd.	-	-	-	-	-	21.10
M/s. Virtue Infrastructures Private Limited	-	-	-	-	-	1,444.41
<u>Loans and advances (Given)</u>						
M/s. Oriental Foundry Pvt Ltd.	2,710.01	1,804.00	-	-	-	-
<u>Loans and advances (Repayment Recd)</u>						
M/s. Oriental Foundry Pvt Ltd.	2,710.01	2,690.88	-	-	-	-
<u>Sales of Goods</u>						
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	967.20	718.27
M/s. Oriental Foundry Pvt Ltd.	185.73	63.81	-	-	-	-
M/s. Gen Wood Products Pvt Ltd.	-	-	-	-	1.51	3.57
<u>Purchase of Goods</u>						
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	841.87	1,255.96
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	15.80	17.88
M/s. Trishala Veener Pvt Ltd.	-	-	-	-	1,275.93	-
<u>Expenses Reimbursement</u>						
M/s. Virtue Infrastructures Private Limited	-	-	-	-	1.00	-
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	3.61	3.06

C) Balances with related parties as at March 31, 2018

(` in Lakhs)

<u>Creditor/Debtor outstanding at the year</u>						
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	370.62	48.35
M/s. Oriental Foundry Pvt Ltd.	-	16.46	-	-	-	-
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	-	5.14
M/s. Trishala Veener Pvt Ltd.	-	-	-	-	1,573.18	-

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 30 - Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

Note 31- Segment information

i) Primary (Business) Segment

In accordance with the requirements of Ind AS 108 "Segment Reporting" issued by the ICAI, the Company's business consist of one reportable segment i.e. Seat & Bearth, Recorn Densified Thermal Bonded Blocks, Recorn Wadding, Comperg, Foldable Mattress hence no separate disclosures pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

ii) Secondary (Geographical) Segment

Secondary segment reporting is performed on the basis of geographical location of the Customers. The operation of the Company comprises domestic sales and export sales. The export sale consideration is not materialized hence no separate disclosure pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

Note - 32 Gratuity

The company operates one-defined plans, viz., gratuity Under the gratuity plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service.

The Company has charged the gratuity provision of ₹ 4.31 Lakhs in the profit and loss accounts in the year ended March 31, 2018 (previous year, ₹ 17.40 lacs). The gross obligation toward the gratuity at the end of the year on discountinuanice is ₹ 55.40. Lacs (previous year, ₹ 42.12 Lacs). The Company has not funded the gratuity obligation against any plan assets.

Profit and Loss Account

	As at March 31, 2018	As at March 31, 2017
Net employee benefit expense recognized in the employee cost		
Current service cost	4.31	17.40
Interest cost on benefit obligation	Nil	Nil
Expected return on plan assets	NA	NA
Net actuarial(gain) / loss recognized in the year		
Net benefit expense	4.31	17.40

Balance sheet

	As at March 31, 2018	As at March 31, 2017
Benefit asset/ liability		
Present value of defined benefit obligation	59.72	55.40
Fair value of plan assets	Nil	Nil
Plan asset / (liability)	59.72	55.40

Notes to the standalone Financial Statements for the year ended March 31, 2018

Changes in the present value of the defined benefit obligation are as follows:

	As at March 31, 2018	As at March 31, 2017
		(₹ in Lakhs)
Opening defined benefit obligation	55.40	42.12
Current service cost	4.31	13.28
Interest cost	Nil	Nil
Benefits paid	Nil	Nil
Actuarial (gains) / losses on obligation	4.31	13.28
Closing defined benefit obligation	59.72	55.40

Changes in the fair value of plan assets are as follows:

	As at March 31, 2018	As at March 31, 2017
		(₹ in Lakhs)
Opening fair value of plan assets	Nil	Nil
Expected return	N.A	N.A
Contributions by employer	N.A	N.A
Benefits paid	N.A	N.A
Actuarial gains / (losses)	Nil	Nil
Closing fair value of plan assets		

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

Gratuity	
Retirement Age	58 Years
Withdrawal Rates	2.00 % P.A.
Future Salary Rise	5.00% P.A.
Rate of Discounting	0.0785
Mortality Table	LIC (2006-08)

The estimates of future salary increases, considered in actuarial valuation, taking into consideration the general trend in salary rise and inflation rate.

Note 33 - Value of Imports calculated on CIF basis

	March 31, 2018	March 31, 2017
		(₹ in Lakhs)
Stock in Trade	-	-
Raw Material & Consumables	282.24	24.42
Total	282.24	24.42

Note 34 - Expenditure in foreign currency (accrual basis)

	March 31, 2018	March 31, 2017
		(₹ in Lakhs)
Travelling Expenses	11.77	26.93
Total	11.77	26.93

Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 35 - Imported and indigenous raw material, components and spare parts consumed

(₹ in Lakhs)

	March 31, 2018		March 31, 2017	
	% of total		% of total	
Imported	3.99%	282.24	0.43%	24.42
Indigenous	96.01%	6,798.52	99.57%	5,603.75
Total	100.00%	7,080.76	100.00%	5,628.17

Note 36- Out of the total debtors of ₹ 3651.89 Lakhs As at March 31, 2018, ₹ 2419.03 Lakhs has been received subsequent to the year end. For the balance of ₹ 1232.85 Lakhs the management is in discussion with these debtors to expedite the recoverability of the above aforesaid outstanding amounts and believes that the entire amount is fully recoverable. In view of the forgoing, no provision is considered necessary in these financial statements in this regard.

Note 37 - Contingent Liabilities

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Central Excise	14.27	14.27
Corporate Guarantee	2,225	2,225
Income Tax	-	181.35

Letter of Credit outstanding with Saraswat Co-Operative Bank Ltd. at the end of the year for ₹ 122.73 Lakhs (Previous year ₹ 149.58 Lakhs) and Bank Guarantee of ₹ 198.93 Lakhs (Previous Year ₹ 77.35).

Note 38 - Derivative instrument

(₹ in Lakhs)

Foreign currency exposures are not hedged by derivative instrument.

	March 31, 2018		March 31, 2017	
	\$		\$	
Payments for Import Purchases	4.41	283.12	0.33	20.19
Advance For Import Purchases	-	-	0.46	29.69

Note 39 - Previous Year Figures

Previous Year Figures has been recast/restated.

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Notes to the standalone Financial Statements for the year ended March 31, 2018

Note 40 - FIRST TIME IND AS ADOPTION RECONCILIATION

1. Effect of Ind AS adoption on the standalone balance sheet as at March 31, 2017 and April 01, 2016

(C in Lakhs)

	As at March 31, 2017			As at April 01, 2016		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
ASSETS						
Non - Current assets						
Property ,Plant and equipment	737.91	-	737.91	719.60	-	719.60
Intangible assets	1.08	-	1.08	3.38	-	3.38
Financial assets						
Investments	880.25	-	880.25	830.25	-	830.25
Loans	88.95	-	88.95	88.05	-	88.05
Total Non-Current Assets	1,708.19	-	1,708.19	1,641.28	-	1,641.28
Current Assets						
Inventories	1,370.11	-	1,370.11	1,911.04	-	1,911.04
Financial assets	-			-		
Trade receivables	2,495.02	-	2,495.02	2,137.48	-	2,137.48
Cash and Cash Equivalents	2,692.16	-	2,692.16	2,701.04	-	2,701.04
Loans	334.73	-	334.73	1,318.13	-	1,318.13
Other current assets	127.60	-	127.60	30.28	-	30.28
Total Current Assets	7,019.62	-	7,019.62	8,097.98	-	8,097.98
Total Assets	8,727.81	-	8,727.81	9,739.25	-	9,739.25
EQUITY AND LIABILITIES						
Equity						
Equity Share capital	539.03	-	539.03	538.84	-	538.84
Other Equity	2,716.11	-	2,716.11	2,074.15	-	2,074.15
Total Equity	3,255.14	-	3,255.14	2,612.99	-	2,612.99
Non - Current liabilities						
Financial Liabilities						
Borrowings	43.83	-	43.83	2,750.60	-	2,750.60
Deferred Tax Liabilities (Net)	72.93	-	72.93	64.49	-	64.49
Provisions	46.35	-	46.35	34.43	-	34.43
Total Non-Current Liabilities	163.11	-	163.11	2,849.53	-	2,849.53
Current liabilities						
Financial liabilities						
Borrowings	3,187.11	-	3,187.11	1,614.60	-	1,614.60
Trade Payables	1,276.46	-	1,276.46	1,595.21	-	1,595.21
Other	276.55	-	276.55	578.09	-	578.09
Provisions	569.44	-	569.44	488.84	-	488.84
Total Current Liabilities	5,309.56	-	5,309.56	4,276.73	-	4,276.73
Total Liabilities	5,472.67	-	5,472.67	7,126.26	-	7,126.26
Total Equity & Liabilities	8,727.81	-	8,727.81	9,739.25	-	9,739.25

Notes to the standalone Financial Statements for the year ended March 31, 2018

2. Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP

(` in Lakhs)

Nature of Adjustments	Notes	Net Profit	Other Equity	
		Year Ended March 31, 2017	As at March 31, 2017	As at April 01, 2016
Net Profit/Other Equity's as per Previous Indian GAAP		771.71	2,716.11	2,074.15
Fair Valuation as deemed cost for Property, Plant & Equipment		-	-	-
Fair Valuation for Financial Assets		-	-	-
Deferred Tax		-	-	-
Total		-	-	-
Net Profit before OCI/Other Equity as per Ind AS		771.71	2,716.11	2,074.15

3. Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2017

(` in Lakhs)

	Year ended March 31, 2017		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS
Income			
Revenue from operations	8,738.95	569.57	9,308.52
Other Income	191.67	-	191.67
Total Revenue	8,930.62	569.57	9,500.19
Expenses			
Cost of Material Consumed	5,628.17	-	5,628.17
Purchase of Stock-in-Trade	615.31	-	615.31
Changes in Inventories of FG	(264.69)	-	(264.69)
Excise duty	-	569.57	569.57
Employee Benefits Expense	798.19	-	798.19
Finance Costs	176.42	-	176.42
Depreciation / Amortisation	97.85	-	97.85
Other Expenses	676.84	-	676.84
Total Expenses	7,728.10	569.57	8,297.67
Profit Before Tax	1,202.52	-	1,202.52
Tax expenses			
Current tax	(422.37)	-	(422.37)
Deferred tax	(8.43)	-	(8.43)
Total tax expenses	(430.81)	-	(430.81)
Profit for the year	771.71	-	771.71

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

}	Saleh N. Mithiborwala Whole Time Director / CFO DIN: 00171171
}	Karim N. Mithiborwala Managing Director DIN: 00171326
}	Priya V Bhagat Company Secretary M No. A46398

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Oriental Veneer Products Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **Oriental Veneer Products Limited** ('the Company') and its subsidiary companies (the Company and its subsidiary companies together referred as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity the Consolidated Cash Flow Statement for the year then ended, and including a summary of the significant accounting policies and other explanatory information ('the consolidated Ind AS financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated state of affairs, consolidated profit /loss (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act as applicable. The respective Board of Directors of the Company and its subsidiary companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities;

selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated Ind AS financial statements by the Board of Directors of the Company.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the group's preparation of the Consolidated Ind AS financial statements, that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the group has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the group's Management and Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the group as at March 31, 2018, and its consolidated profit (including other comprehensive income), its consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements

and other financial information, in respect of 1 subsidiary whose financial statements include total assets of ₹ 10,002.50 Lakh as at March 31, 2018, total revenues of ₹ 1,673.51 Lakh and net cash inflow of ₹ 95.18 Lakh for the year ended on that date March 31, 2018. These financial statements and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of such other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we further report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law relating to preparation of the consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the consolidated Statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with applicable Indian Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the Directors of the Company as on March 31, 2018, taken on record by the Board of Directors of the Company and the reports of the auditors of its subsidiary companies incorporated in India, none of the Directors of the Company and its subsidiaries, incorporated in India is disqualified as on March 31, 2018 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A", which is based on the Auditors' Reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.
- g. In our opinion and to the best of our information and according to the explanation given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- (i) The group have disclosed any pending litigations which would impact its financial position as referred in Note 38 to the Consolidated Ind AS financial statements.
 - (ii) The group have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) There has not been an occasion in case of the group during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Amarnath Sharma & Co.
Chartered Accountants
Firm Registration No. 100300W

Amar Nath Sharma
Proprietor
Membership No. 039579
Date:- May 24, 2018
Place:-Mumbai

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date.)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Oriental Veneer Products Limited** ('the Company') and its subsidiary companies incorporated in India as at March 31, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained of company & its subsidiary incorporated in India, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may

occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

Other Matter

Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 1 subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Amarnath Sharma & Co.
Chartered Accountants
Firm Registration No. 100300W**

**Amar Nath Sharma
Proprietor
Membership No. 039579
Date:- May 24, 2018
Place:-Mumbai**

Consolidated Balance Sheet for the year ended March 31, 2018

		As at March 31, 2018	As at March 31, 2017
			(₹ in Lakhs)
ASSETS			
Non-Current Assets			
Property, Plant and Equipments	3	3,536.67	3,312.49
Capital Work in Progress	3	3,536.96	1,367.44
Goodwill	4	21.46	47.40
Other Intangible Assets		-	1.08
Financial Assets			
Investments	5	5.26	5.25
Loans	6	152.45	91.47
Deferred Tax Assets (Net)	7	76.28	-
Total Non-Current Assets		7,329.07	4,825.13
Current Assets			
Inventories	8	4,971.73	3,071.68
Financial Assets			
Trade Receivables	9	3,935.23	2,892.65
Cash and Cash Equivalents	10	2,920.04	2,740.90
Loans	11	2,332.58	984.35
Other Current Assets	12	73.54	127.60
Total Current Assets		14,233.12	9,817.18
Total Assets		21,562.19	14,642.31
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	539.03	539.03
Other Equity	14	3,683.86	2,674.94
Non-Controlling Interest		-	-
		4,222.89	3,213.97
Liabilities			
Non- Current Liabilities			
Financial Liabilities			
Borrowings	15	8,419.73	4,781.25
Provisions	16	53.14	47.87
Deferred Tax Liabilities (Net)	17	87.78	131.45
Total Non- Current Liabilities		8,560.65	4,960.57
Current Liabilities			
Financial Liabilities			
Borrowings	18	4,012.19	3,720.71
Trade Payables	19	3,295.29	1,632.79
Other Financial Liabilities	20	730.61	538.48
Provisions	21	740.56	575.78
Total Current Liabilities		8,778.65	6,467.76
Total Liabilities		17,339.30	11,428.34
Total Equity & Liabilities		21,562.19	14,642.31
Significant accounting policies and Notes to the Consolidated financial statement	2		

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

} Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

} Karim N. Mithiborwala
Managing Director
DIN: 00171326

} Priya V Bhagat
Company Secretary
M No. A46398

Statement of Consolidated profit and loss for the year ended March 31, 2018

			(in Lakhs)
	Notes	March 31, 2018	March 31, 2017
Revenue From Operations	22	13,268.61	10,379.43
Other Income	23	231.27	193.89
Total Income		13,499.89	10,573.32
EXPENSES			
Cost of materials consumed	24	8,442.93	6,872.40
Purchases of Stock-in-Trade	24	751.15	615.31
Changes in inventories	25	(941.64)	(1,111.30)
Excise Duty and Service Tax		166.48	634.01
Employee benefits expense	26	1,167.52	921.04
Finance costs	27	271.49	331.16
Depreciation and amortization expense	28	253.32	254.33
Other expenses	29	1,766.21	887.93
Total expenses		11,877.46	9,404.87
Profit Before Exceptional Items And Tax		1,622.42	1,168.45
Exceptional Items		-	-
Profit/(loss) before tax		1,622.42	1,168.45
Tax expense:			
(1) Current tax		(577.76)	(422.37)
(2) Deferred tax		119.95	26.29
Profit (Loss) for the period from continuing operations		1,164.62	772.37
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from Discontinued operations after Tax		-	-
Profit/(loss) for the period		1,164.62	772.37
Other Comprehensive Income			
i. Items that will not be reclassified to Statement of Profit and Loss		-	-
ii. Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
Loss		-	-
iii. Items that will be reclassified to Statement of Profit and Loss		-	(27.61)
iv. Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	(20.86)
		-	(48.47)
Total Comprehensive Income for the period		1,164.62	723.90
Net Profit Attributable to:			
a. Owners of the Company		1,164.62	772.37
b. Non-Controlling Interest		-	-
Other Comprehensive Income attributable to:			
a. Owners of the Company		-	(48.47)
b. Non-Controlling Interest		-	-
Total Comprehensive Income attributable to:			
a. Owners of the Company		1,164.62	723.90
b. Non-Controlling Interest		-	-
Earnings per Equity share of Face Value of ₹ 10 each			
Basic (in ₹)	30	21.61	13.43
Significant accounting policies and Notes to the Consolidated financial	2		

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

}	Saleh N. Mithiborwala Whole Time Director / CFO DIN: 00171171
}	Karim N. Mithiborwala Managing Director DIN: 00171326
}	Priya V Bhagat Company Secretary M No. A46398

Statement Of Changes In Equity For The Year Ended March 31, 2018

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Balance at the beginning of the reporting period i.e. April 01, 2016	Changes in Equity Share capital during the year 2016-17	Balance at the end of the reporting period i.e. March 31, 2017	Changes in Equity Share capital during the year 2017-18	Balance at the end of the reporting period i.e. March 31, 2018
539.03	-	539.03	-	539.03

B. OTHER EQUITY

(₹ in Lakhs)

	Reserve & Surplus			Total
	Capital Reserve	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period i.e. April 01, 2016	30.25	359.54	1,601.32	1,991.11
Total Comprehensive Income for the year	-	-	723.90	723.90
Effect on Consolidation			41.22	41.22
Effect of transition to Ind AS			48.47	48.47
Dividend	-	-	107.81	107.81
Tax on Dividend	-	-	21.95	21.95
Transfer to/from Retained Earnings	-	2,285.16	2,285.16	-
Balance at the end of the reporting period i.e. March 31, 2017	30.25	2,644.69	-	2,674.94
Balance at the beginning of the reporting period i.e. April 01, 2017	30.25	2,644.69	-	2,674.94
Total Comprehensive Income for the year	-	-	1,164.62	1,164.62
Effect on Consolidation			25.94	25.94
Dividend	-	-	107.81	107.81
Tax on Dividend	-	-	21.95	21.95
Transfer to/from Retained Earnings	-	1,008.92	1,008.92	-
Balance at the end of the reporting period i.e. March 31, 2018	30.25	3,653.61	-	3,683.86

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of Directors
ORIENTAL VENEER PRODUCTS LTD.

Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

Karim N. Mithiborwala
Managing Director
DIN: 00171326

Priya V Bhagat
Company Secretary
M No. A46398

Consolidated Cash Flow Statement for the year ended March 31, 2018

Notes	March 31, 2018	March 31, 2017 (` in Lakhs)
Cash flow from operating activities		
Profit before tax and after prior period items	1,622.42	1,168.45
Non-cash adjustment to reconcile profit before tax to net cash flows:		
Depreciation/ amortization on continuing operation	253.32	254.33
Interest and Financial expense	271.49	331.16
Profit on sale of machinery	(2.21)	-
Dividend Income	(0.83)	(0.79)
Interest income	(214.76)	(190.30)
Operating profit before working capital changes	1,929.43	1,562.85
Movements in working capital:		
Increase/ (decrease) in current liabilities/provisions	1,837.37	(202.64)
Decrease / (increase) in trade receivables	(978.78)	(753.08)
Decrease / (increase) in short/long-term loans and advances	(1,409.21)	550.23
Decrease / (increase) in Inventories	(1,900.05)	(617.94)
Decrease / (increase) in other current assets	54.07	-
Cash generated from / (used in) operations	(467.16)	539.42
Direct taxes paid (net of refunds)	(457.81)	(396.08)
Cash flow before extraordinary item	(924.97)	143.34
Extra ordinary item	-	-
Net cash flow from/ (used in) operating activities (A)	(924.97)	143.34
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	(2,646.53)	(1,299.44)
Sale of Fixed Assets	2.80	-
Purchase of Investment	(0.01)	(50.00)
Interest received	214.76	190.30
Dividend received	0.83	0.79
Net cash flow from/ (used in) investing activities (B)	(2,428.15)	(1,158.35)
Cash flows from financing activities		
Call received	-	0.19
Dividend proposed with Taxes	(129.75)	(129.75)
Long/Short Term Borrowing Taken/Repayment During the year (net)	3,933.50	1,480.39
Interest and financial Expenses paid	(271.49)	(331.16)
Net cash flow from/ (used in) in financing activities (C)	3,532.26	1,019.67
Net increase/(decrease) in cash and cash equivalents (A + B + C)	179.15	4.66
Cash and cash equivalents at the beginning of the year	2,740.90	2,736.24
Cash and cash equivalents at the end of the year	2,920.04	2,740.90
Components of cash and cash equivalents		
Cash on hand	19.92	56.87
With banks- on current account	77.58	43.80
Fixed Deposits	2,822.55	2,640.23
Total cash and bank balances	2,920.04	2,740.90

Significant accounting policies and Notes to the Consolidated financial statement

2

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

ORIENTAL VENEER PRODUCTS LTD.
For and on behalf of the Board of Directors

} Saleh N. Mithiborwala
Whole Time Director / CFO
DIN: 00171171

} Karim N. Mithiborwala
Managing Director
DIN: 00171326

} Priya V Bhagat
Company Secretary
M No. A46398

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended March 31, 2018****Note 1 - Corporate information**

Oriental Veneer Products Limited ("the Company") & its Subsidiary (collectively referred to as "the Group") are engaged in the manufacturing, buying and selling of all type Recron, Seat & Bearth, Coompreg Boards and also engaged in trading of timber woods, ferrous & nonferrous metals, casting tools, slabs, rods, section flates & other ferrous & nonferrous products. The Group caters to both domestic and international markets. As at March 31, 2018, Oriental Veneer Products Limited (Holding) Company holds 100% Equity Share Capital of 'M/s Oriental Foundry Private Limited' (subsidiary). The consolidated financial statements comprise financial statements of the Group for the year ended March 31, 2018.

Note 2 - Significant accounting policies**2.1 Basis of preparation of consolidated financial statements**

These Consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter. For all periods up to and including the year ended March 31, 2018, the Company prepared its consolidated financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts)

Rules, 2014 (Indian GAAP). These Consolidated financial statements for the year ended March 31, 2018 are the first the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- A. Derivative financial instruments;
- B. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Consolidated Financial Statement comprises of Oriental Veneer Products Limited and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

The Consolidated Financial Statements are presented in Indian Rupees (₹) and all the values are rounded to the nearest Lakhs (₹ 00,000), except when otherwise indicated.

In addition, the carrying values of recognized assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

2.2 Principles of Consolidation

The Consolidated Financial Statements consist of Oriental Veneer Products Limited ("the company") and its Subsidiary Company (collectively referred to as "the Group"). The consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b. The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date on which investment in the subsidiary is made, is recognised as 'Goodwill (on consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in a subsidiary is made, the difference is treated as 'Capital Reserve (on consolidation)' in the consolidated financial statements.
- c. Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- d. Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate

from liabilities and the equity of the Company's shareholders.

- e. As far as possible, the Consolidated Financial Statements are prepared using uniform Indian Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as company's separate statements.

2.3 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- A. Expected to be realised or intended to be sold or consumed in normal operating cycle.
- B. Held primarily for the purpose of trading.
- C. Expected to be realised within twelve months after the reporting period, or
- D. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current

A liability is current when:

- A. It is expected to be settled in normal operating cycle.
- B. It is held primarily for the purpose of trading.
- C. It is due to be settled within twelve months after the reporting period, or
- D. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.4 Foreign currencies transactions and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2017 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at

the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.5 Fair value measurement

The Group measures financial instruments at fair value on initial recognition.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-

financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Income from services

Revenue in respect of contracts for services is recognized on completion of services.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

2.7 Property, plant and equipment

Since there is no change in the functional currency, the Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., April 1, 2016.

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment. Property, plant and equipment are capitalised at cost, including non-deductible excise duty, wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. Depreciation on the identified components has been provided for on straight line method at the rates prescribed and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on additions is provided on Pro-rata basis for the period for which the Assets are put to use. Assets costing ` 5000/- or less are fully depreciated in the year of purchase.

Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each

financial year end and adjusted prospectively, if appropriate.

2.8 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

The summary of amortization policy applied to the Company's intangible assets is as below:

Type of Asset	Life (Years)
Computer Software	5

2.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are charged to the Consolidated Profit and Loss accounts for the period for which they are incurred.

2.10 Leases

Company in its capacity as lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

2.11 Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on First-in First-Out basis.

Finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on First-in First-Out basis.

2.12 Impairment of non-financial assets - Property, Plant and Equipment and Other Intangible Assets

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.13 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due.

The group has no obligation, other than the contribution payable to the provident fund.

The Group operates one defined benefit plan for its employees, viz., gratuity. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

2.14 Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".

2.15 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

2.16 Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a

result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.17 Financial instruments

Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a. Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose

objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from

those default events on the financial instrument that are possible within 12 months after the reporting date); or

- b. Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Group applies simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Consolidated Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value

due to the short maturity of these instruments.

2.18 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about Impairment of financial assetst these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Decommissioning Liabilities

The liability for decommissioning costs are recognized when the Group has an obligation to perform site restoration activity. The recognition and measurement of decommissioning provisions involves the use of estimates and assumptions. These include; the timing of abandonment of well and related facilities which would depend upon the ultimate life of the field, expected utilization of assets by other fields, the scope of abandonment activity and pre-tax rate applied for discounting.

B. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

C. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

D. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no

such transactions can be identified, an appropriate valuation model is used.

E. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.19 FIRST TIME ADOPTION OF IND AS

The Group has adopted Ind AS with effect from April 01, 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at April 01, 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Exceptions applied

The Group has applied all the mandatory exceptions in accordance with Ind AS 101. Following are the exceptions with significant impact:

A. Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of Indian GAAP did not require estimation:

FVTOCI – unquoted and quoted equity shares

FVTPL – debt securities

Impairment of financial assets based on expected credit loss model

The estimates used by the Group to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016, the date of transition to Ind AS and as of March 31, 2017.

B. Classification and measurement of financial assets

The Group has classified financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Derecognition of financial assets and financial liabilities

The Group has elected to apply the derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after April 1, 2016. However, for certain financial assets and financial liabilities derecognition requirements in Ind AS 109 were applied retrospectively where information needed was obtained at the time of initially accounting for derecognition.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has applied the following

A. Exemptions from retrospective application

The Group has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2016 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Group has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date.

B. Fair value as deemed cost exemption

The Group has elected to measure items of property, plant and equipment and intangible assets at its carrying value of property, plant and equipments as recognised in financial statements as per Indian GAAP and regard those values as deemed costs on the date of transition and has carried forward gross block and accumulated depreciation only for discloser purposes.

C. Cumulative translation differences

The Group has elected to apply Ind AS 21 - The Effects of changes in Foreign Exchange Rate prospectively. Accordingly all cumulative gains and losses recognised are reset to zero by transferring it to retained earnings.

D. Long Term Foreign Currency Monetary Items

The Group continues the policy of capitalising exchange differences arising on translation of long term foreign currency monetary items.

E. Investments in subsidiaries, joint ventures and associates

The Company has elected to measure investment in subsidiaries, joint venture and associate at cost.

F. Decommissioning liabilities

The Company has elected to apply the transitional provision with respect to recognition of Decommissioning, Restoration and Similar Liabilities.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 4 - Goodwill

	(` in Lakhs)
As at March 31, 2018	As at March 31, 2017
Goodwill	21.46
[As per IND AS 110]	47.40
Total	21.46

Note 5 - Investments - Non Current

	(` in Lakhs)
As at March 31, 2018	As at March 31, 2017
Non-trade investments (valued at cost)	
Investment in equity shares (quoted)	
2,00,500(Previous Year 2,00,500) Equity Share of Rs.. 10 Each Fully Paid up in Nageshwar Investment Ltd.	58.34
Less: Provision for Permanent Dimution in Value of Investment (note - 38)	(58.34)
Closing Balance [A]	-
Investment in equity shares (unquoted)	
2,500 (Previous Year 2,500) Equity Share of Rs. 10 Each in Saraswat Co-op Bank Ltd	0.25
20,000 (Previous Year 20,000) Equity Share of Rs.25 Each in SVC Co-Op Bank Ltd.	5.00
Shares of SVC Co-Op Bank Ltd. [25 Shares @ 29/-]	0.01
Closing Balance [B]	5.26
Total [A+B]	5.26

**Note 6 - Loans - Non Current
(Unsecured, Considered Good)**

	(` in Lakhs)
As at March 31, 2018	As at March 31, 2017
Security Deposits	125.44
Duties under Dispute *	27.01
Total	152.45

* Duties under Dispute showing amount which is related to Excise.

Note 7 - Deferred Tax Assets

	(` in Lakhs)
As at March 31, 2018	As at March 31, 2017
Deferred Tax Assets (Net)	76.28
Total	76.28

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 8 - Inventories (Valued at lower of cost and net realizable value)

	As at March 31, 2018	As at March 31, 2017
	₹	₹
Raw materials	1,347.70	783.33
Finished goods	88.99	251.53
Semi-Finished goods	3,088.22	1,966.77
Stores & Spares and Packing Material	422.64	28.61
Stock in Trade	24.17	41.44
Total	4,971.73	3,071.68

Note 9 - Trade receivables

Unsecured, considered good unless stated otherwise

	As at March 31, 2018	As at March 31, 2017
	₹	₹
Trade Receivables	3,935.23	2,892.65
Total	3,935.23	2,892.65

Note 10 - Cash and Cash Equivalents

	As at March 31, 2018	As at March 31, 2017
	₹	₹
Balance with banks:		
On current accounts	77.58	43.80
Cash on hand	19.92	56.87
	97.49	100.67
Other fixed deposit with banks		
Fixed Deposit with Banks maturity*	2,822.55	2,640.23
Total	2,920.04	2,740.90

* Includes ₹ 1079.49 Lakhs (Previous Year ₹ 799.08 Lakhs) Fixed Deposit are Under Lien with Bank.

Note 11 - Loans - Current

(Unsecured, Considered Good)

	As at March 31, 2018	As at March 31, 2017
	₹	₹
Advance recoverable in cash or kind	571.28	536.15
Balances with statutory / government authorities	1,759.97	448.20
MAT Credit	1.34	-
Total	2,332.58	984.35

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 12 - Other current assets

	As at March 31, 2018	As at March 31, 2017
		(₹ in Lakhs)
Interest accrued on Deposit with MSEB	1.65	2.34
Interest accrued on FDR with banks	71.89	125.27
Total	73.54	127.60

Note 13 - Share Capital

	As at March 31, 2018	As at March 31, 2017
		(₹ in Lakhs)
Authorized Share Capital		
6,000,000 (Previous year 6,000,000) equity share of Rs. 10 each	600.00	600.00
Issued, Subscribed & Fully Paid up		
53,90,300 (Previous year 53,90,300) equity shares of Rs. 10 each fully paid up	539.03	539.03
Total	539.03	539.03

a. Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period

	As at March 31, 2018		As at March 31, 2017	
	Number of Shares		Number of Shares	
At the beginning of the period	53.90	539.03	53.90	539.03
Add: Issue of Shares during the year	-	-	-	-
	53.90	539.03	53.90	539.03
Less:- Calls in Arrears	-	-	-	-
Outstanding at the end of the year	53.90	539.03	53.90	539.03

b. Terms/rights attached to equity shares

The Group has only one class of equity shares having a per value of Rs. 10 per share. Each Equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% shares in the company*

	As at March 31, 2018		As at March 31, 2017	
	Number of Shares	% holding	Number of Shares	% holding
Name of the shareholder				
Vision Infpro (India) Private Ltd.	5.50	10.20%	5.50	10.20%
Vali N Mithiborwala	4.19	7.77%	4.19	7.77%
Saleh N Mithiborwala	3.62	6.71%	3.62	6.71%

* As per records of the Group, Including its Register of Shareholders/ Members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 14 - Other Equity

A. Reserve & Surplus

a) Capital Reserve*

	As at March 31, 2018	As at March 31, 2017
Opening Balance	30.25	30.25
Add: Transfer during the year	-	-
Closing balance	30.25	30.25

b) General Reserve

Opening Balance	2,644.69	359.54
Add: Transfer during the year	1,008.92	2,285.16
Closing balance	3,653.61	2,644.69

Surplus in the statement of profit and loss

Opening Balance	-	1,601.32
Profit for the year	1,164.62	723.90
Effect on Consolidation	(25.94)	41.22
Effect of transition to Ind AS	-	(48.47)
	1,138.67	2,414.91

Less : Appropriations

Proposed Dividend on Equity Shares [Dividend per Share Rs.2/-]	107.81	107.81
Tax on Dividend	21.95	21.95
Transfer to General Reserve	1,008.92	2,285.16

Net surplus in the statement of profit and loss

Total	3,683.86	2,674.94
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Note 15 - Borrowings - Non Current

	Non-current portion		Current maturities	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
Secured*				
Term loans				
Indian rupee loan from banks				
Vehicle Loan	7.15	13.99	13.63	27.91
Term loan	953.52	1,187.18	165.94	132.03
	960.67	1,201.17	179.56	159.95
Unsecured				
Loans from related parties (note - 32)	7,459.06	3,580.08	-	-
	7,459.06	3,580.08	-	-
	8,419.73	4,781.25	179.56	159.95
The above amount includes				
Amount disclosed under the		-	(179.56)	(159.95)
Net amount	8,419.73	4,781.25	-	-

*a. Term loans are secured by way of hypothecation of plant & machinery and other fixed assets at Bharuch, Kutch, Mortgage of the factory land & building and office building situated at Bharuch, Kutch, and by the personal guarantee from managing director and director.

*b. Loan from bank includes vehicles loan secured by hypothecation of vehicles acquired under said loans.

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 15.1- Loan from Related Parties

	As at March 31, 2018	As at March 31, 2017
Exim Trade Links (I) Private Limited	551.90	558.90
Virtue Infrastructures Private Limited	1,495.00	1,495.00
Mr. Saleh N Mithiborwala	4,610.70	1,111.50
Mr. Vali N Mithiborwala	801.46	414.68
	7,459.06	3,580.08

Note 16 - Provision - Non Current

	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits		
Provision for gratuity	53.14	47.87
Total	53.14	47.87

Note 17 - Deferred tax liabilities (Net)

	As at March 31, 2018	As at March 31, 2017
<u>Deferred tax liabilities</u>		
Related to fixed assets	87.78	131.45
<u>Deferred tax assets</u>		
Less: Disallowances under Income tax Act, 1961	-	-
	87.78	131.45

Note 18 - Borrowings - Current

	As at March 31, 2018	As at March 31, 2017
<u>Secured</u>		
Working capital loan		
From Banks		
Rupee Loan*	4,012.19	3,720.71
Total	4,012.19	3,720.71

* Working Capital Loan from The Saraswat Co. Op. Bank Ltd and The Shamrao Vithal Co. Op Bank Ltd. are Secured by hypothecation of present and future Inventories, Book debts and other current assets of the Holding Company. The Working Capital loans are further guaranteed by Directors of the Holding Company, including Managing Director of the Holding Company. Working Capital loans are further secured by first charge on the Fixed Assets of the Holding Company.

Note 19 - Trade Payables

	As at March 31, 2018	As at March 31, 2017
Micro, Small & Medium Enterprises	-	-
Others Payable	3,295.29	1,632.79
Total	3,295.29	1,632.79

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 20 - Other Financial Liabilities - Current

	As at March 31, 2018	(` in Lakhs) As at March 31, 2017
Current maturities of Long Term Liabilities (Secured)	179.56	159.95
Others Liabilities*	551.05	378.53
Balance with Bank#	-	-
Total	730.61	538.48

*Other liabilities includes statutory dues, creditor for capital expenditure, advances from customer and other expenses payable.

Due to issue of cheque

Note 21 - Provision - Current

	As at March 31, 2018	(` in Lakhs) As at March 31, 2017
Other		
Income Tax	579.09	423.71
Provision for Gratuity	9.77	9.06
Provision for Excise duty*	-	13.26
Proposed Dividend on Equity Shares	107.81	107.81
Tax on Dividend	43.89	21.95
Total	740.56	575.78

* The Group had recognised liability based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on March 31, 2017 of ` 13.25 Lakhs as per the estimated pattern of dispatches. During the year, ` 13.25 Lakhs was utilised for clearance of goods. Provision recognised under this class for the year is Nil which is outstanding as on March 31, 2018. Actual outflow is expected in the next financial year.

Note 22 - Revenue from operations

	As at March 31, 2018	(` in Lakhs) As at March 31, 2017
Value of Sales	12,948.09	9,745.42
Add: Excise duty	166.48	634.01
Add: Other Tax	154.04	-
Gross	13,268.61	10,379.43

Detail of products sold (Net)

	As at March 31, 2018	As at March 31, 2017
Seat & Berth	7,726.79	5,160.25
Recon	132.16	365.98
Compreg Board & Articles thereof	1,789.18	1,999.40
Furniture & Parts	74.46	16.48
		148.27
Coated Upholstery Fabric	101.54	265.33
Luggage Rack	-	123.11
Cast Steel Bogie	1,034.95	999.42
Face Plate for Buffer Plunger	-	51.88
Coupler	469.81	12.59
Others	951.68	1.35
	12,280.57	9,144.05

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Traded goods sold (Net)

	As at March 31, 2018	As at March 31, 2017
Gurjan Round Logs	-	-
Polyster Staples Fibers	811.69	596.87
	811.69	596.87

Details of Sale of Services(Net)

	As at March 31, 2018	As at March 31, 2017
Installation Charges /Labour Charges	14.24	4.50
	14.24	4.50

Note 23 - Other income

	As at March 31, 2018	As at March 31, 2017
Interest on Bank FDR	174.38	188.21
Interest on Other (MSEB Deposits)	16.38	4.27
Dividend on non current investment	0.83	0.83
Interest on Calls in Arrears	-	0.58
Interest on Railway Security Deposit	24.00	-
Foreign Currency Fluctuation	5.22	-
Profit on Sale of Vehicle	2.21	-
Excess Provision Written Back	8.25	-
Total	231.27	193.89

Note 24 - Cost of material and consumed

	As at March 31, 2018	As at March 31, 2017
Opening Stock	811.94	1,305.30
Add: Purchases (Including stores)	9,401.34	6,379.03
	10,213.28	7,684.33
Less: Closing Stock (including stores)	1,770.34	811.94
Total	8,442.93	6,872.40

Traded goods purchase

	March 31, 2018	March 31, 2017
Polyster Staples Fibers	751.15	615.31
Gurjan Round Logs	-	-
	751.15	615.31

Detail of material consumed

	March 31, 2018	March 31, 2017
Raw Material	5,885.70	4,816.30
Stores & others and Packing Material	1,195.06	811.87
	7,080.76	5,628.17

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Detail of inventory

	March 31, 2018	March 31, 2017
Opening		
Raw material	423.69	1,105.99
Stores & others and Packing Material	28.61	151.93
	452.30	1,257.92
Closing		
Raw material	869.21	423.69
Stores & others and Packing Material	422.64	28.61
	1,291.86	452.30

Note 25 - Change in inventories

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Inventories (at close)		
Finished Goods	88.99	251.53
Work in Progress	3,088.22	1,966.77
Stock in Trade	24.17	41.44
	3,201.39	2,259.75
Inventories (at commencement)		
Finished Goods	251.53	135.26
Work in Progress	1,966.77	1,013.18
Stock in Trade	41.44	
	2,259.75	1,148.44
Total	(941.64)	(1,111.30)

Note 26 - Employee benefit expense

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Salaries, wages and bonus	1,007.27	800.73
Contribution to provident and other funds	27.52	28.75
Staff welfare expenses	132.73	91.56
Total	1,167.52	921.04

Note 27 - Finance Cost

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Interest on term loan	67.31	115.79
Interest on Working capital loans	168.11	183.19
Others	36.07	32.18
Total	271.49	331.16

Note 28 - Depreciation and amortization expense

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Depreciation of tangible assets	252.23	252.03
Amortization of intangible assets	1.08	2.30
Total	253.32	254.33

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 29 - Other expenses

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Manufacturing expenses		
Power and fuel	335.00	262.46
Labour Charges	180.50	74.19
Testing Charges	4.98	3.78
Water Charges	24.22	20.86
Excise duty*	-	5.60
Factory Expenses	51.40	57.70
<u>Repairs and maintenance</u>	-	-
Plant and machinery	18.57	11.22
	614.67	435.81
Sales & Administration Expenses		
Advertisement	3.53	2.58
Books and Periodicals	0.27	0.89
Business Promotion	13.05	5.22
Communication costs	31.05	35.01
Commision Expenses	8.23	-
Computer Expenses	2.86	5.96
Discount & Rebate	(2.39)	1.10
Electricity Expenses (Office)	6.66	6.02
Exchange gain loss (net)	-	2.12
Fees And Subscription	4.40	2.88
Freight Out Ward	268.36	36.50
Inspection Charges	0.11	1.63
Insurance	19.33	17.76
Legal and professional fees	45.58	42.98
Office and Administrative	102.46	67.75
Payment to auditor	6.50	6.50
Postage & Telegram	6.06	5.53
Printing and stationery	24.38	16.28
Rent, Rates and taxes	16.93	24.03
VAT/Other Taxes	154.04	-
Repair and Mainteance	11.91	2.58
Security Charges	20.07	11.36
Tender Fees	4.69	5.68
Testing Charges	2.14	0.89
Travelling and conveyance	336.23	101.65
Vehicle Expenses	65.09	46.53
Preliminary Expenses w/off	-	2.70
	1,151.54	452.12
Total	1,766.21	887.93
Payment to Auditor		
As auditor:		
Audit fee	6.50	6.50
	6.50	6.50

* Excise Duty shown under expenditure represents the aggregate of excise duty borne by the company and difference between excise duty on opening and closing stock of finished goods.

Note 30 - Earnings per shares

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Profit after tax (Rs)	1,164.62	723.90
Weighted average number of shares outstanding during the year	53.90	53.90
Face value per share (Rs)	10.00	10.00
Basic & Diluted earnings per share	21.61	13.43

Notes to the Consolidated Financial Statement for the year ended March 31, 2018

Note 31 - Related Party Disclosure [as certified by Management]

(a) List of related parties where control exists and related with whom transactions have taken place and relationships:

Name of the Related Party	Relationship
M/s. Oriental Foundry Pvt Ltd.	Subsidiary Company
Mr. Saleh N Mithiborwala [Wholetime Director/CFO] Mr. Vali N Mithiborwala [Wholetime Director] Ms. Priya V Bhagat [Company Secretary]	Key Management Personnel
M/s. V.K.Mithiborwala & Co.Pvt.Ltd M/s. Industrial Laminates (I) Pvt. Ltd. M/s. Gen Wood Products Pvt Ltd. M/s. Virtue Infrastructures Private Limited [formerly M/s. Exim Trade Links (I) Pvt Ltd. M/s. Vision Housing & Infrastructure Co Pvt Ltd. M/s. Oriental Technocraft Pvt Ltd. M/s Trishala Veneer Private Limited	Enterprises in which Key Management Personnel exercises Significant Influence or their relatives

b) Transactions with related parties for the year ended March 31, 2018

(₹ in Lakhs)

Particulars	Subsidiary Company		Key Management		Enterprises significantly	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Salary paid						
Ms.Priya Bhagat	-	-	5.06	1.25	-	-
Mr. Satish V Bhanushali	-	-	-	2.22	-	-
Unsecured Loans taken						
Mr Saleh N Mithiborwala	-	-	3,499.20	965.50	-	-
Mr Valli N Mithiborwala	-	-	387.00	341.00	-	-
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	-	-	-	558.90
M/s. Virtue Infrastructures Private Limited	-	-	-	-	-	1,495.00
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	-	7.00
M/s. Virtue Infrastructures Private Limited.	-	-	-	-	-	340.00
Unsecured Loans repayment						
Mr Vali N Mithiborwala	-	-	0.22	-	-	-
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	-	2,228.62
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	-	926.88
M/s. Gen Wood Products Pvt Ltd.	-	-	-	-	-	21.10
M/s. Virtue Infrastructures Private Limited	-	-	-	-	-	1,444.41
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	-	-	7.00	412.90
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	-	-	-	31.11
Sales of Goods						
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	967.20	718.27
M/s Gen Wood Products Private Limited	-	-	-	-	1.51	3.57
Purchase of Goods/Land/Machinery						
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	26.79	25.07
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	841.87	1,255.96
M/s Gen Wood Products Private Limited	-	-	-	-	1.85	0.85
M/s. Trishala Veener Pvt Ltd.	-	-	-	-	1,275.93	-
Expenses Reimbursement						
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	3.61	3.06
M/s. Virtue Infrastructures Private Limited	-	-	-	-	1.00	-

C) Balances with related parties as at March 31, 2018

(₹ in Lakhs)

Creditor/Debtor outstanding at the year end						
M/s Industrial Laminates (I) Private Limited	-	-	-	-	-	5.14
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	370.62	48.35
M/s Trishala Veneer Private Limited	-	-	-	-	1,573.18	-
Loans Taken/Given Outstanding at year end						
Mr. Saleh N Mithiborwala	-	-	4,610.70	1,111.50	-	-
Mr. Valli N Mithiborwala	-	-	801.46	414.68	-	-
M/s. Virtue Infrastructures Private Limited [formerly	-	-	-	-	-	1,495.00
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	-	-	-	558.90

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 32 - Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

The Group has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

Note 33 - Segment information

i) Primary (Business) Segment

In accordance with the requirements of Ind Accounting Standard 108 "Segment Reporting" issued by the ICAI, the Group business consist of one reportable segment i.e. Seat & Bearth, Recorn Densified Thermal Bonded Blocks, Recorn Wadding, Comperg, Foldable Mattress hence no separate disclosures pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

ii) Secondary (Geographical) Segment

Secondary segment reporting is performed on the basis of geographical location of the Customers. The operation of the Group comprises domestic sales and export sales. The export sale consideration is not materialized hence no separate disclosure pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

Note 34 - Gratuity

The company and its subsidiary operates one-defined plans, viz., gratuity Under the gratuity plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service.

The Company has charged the gratuity provision of ₹ 5.97 Lakhs in the profit and loss accounts in the year ended March 31, 2018 (previous year, ₹ 18.37 lacs). The gross obligation toward the gratuity at the end of the year on discountinuanse is ₹ 62.91 Lacs (previous year, ₹ 56.94 Lacs). The Company has not funded the gratuity obligation against any plan assets.

Profit and Loss Account	(₹ in Lakhs)	
	As at March 31, 2018	As at March 31, 2017
Net employee benefit expense recognized in the employee cost		
Current service cost	5.97	18.37
Interest cost on benefit obligation	Nil	Nil
Expected return on plan assets	NA	NA
Net actuarial(gain) / loss recognized in the year		
Net benefit expense	5.97	18.37
Balance sheet		
Benefit asset/ liability		
Present value of defined benefit obligation	62.91	56.94
Fair value of plan assets	Nil	Nil
Plan asset / (liability)	62.91	56.94

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Changes in the present value of the defined benefit obligation are as follows:

	As at March 31, 2018	As at March 31, 2017
Opening defined benefit obligation	56.93	42.68
Current service cost	5.98	14.26
Interest cost	Nil	Nil
Benefits paid	Nil	Nil
Actuarial (gains) / losses on obligation	-	-
Closing defined benefit obligation	62.91	56.94

Changes in the fair value of plan assets are as follows:

	As at March 31, 2018	As at March 31, 2017
Opening fair value of plan assets	Nil	Nil
Expected return	N.A	N.A
Contributions by employer	N.A	N.A
Benefits paid	N.A	N.A
Actuarial gains / (losses)	N.A	N.A
Closing fair value of plan assets	Nil	Nil

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

Gratuity	
Retirement Age	58 Years
Withdrawal Rates	2.00 % P.A.
Future Salary Rise	5.00% P.A.
Rate of Discounting	7.85% P.A.
Mortality Table	LIC (2006-08)

The estimates of future salary increases, considered in actuarial valuation, taking into consideration the general trend in salary rise and inflation rate.

Note 35 - Value of Imports calculated on CIF basis

	(₹ in Lakhs) March 31, 2018	March 31, 2017
Stock in Trade	-	-
Raw Material & Consumables	282.24	24.42
Total	282.24	24.42

Note 36 - Expenditure in foreign currency (accrual basis)

	(₹ in Lakhs) March 31, 2018	March 31, 2017
Travelling Expenses	11.77	27.50
Total	11.77	27.50

Notes to the Consolidated Financial Statements for the year ended March 31, 2018

Note 37 - Imported and indigenous raw material, components and spare parts consumed

(₹ in Lakhs)

	March 31, 2018		March 31, 2017	
	% of total consumption		% of total consumption	
Imported	3.28%	282.24	0.35%	24.42
Indigenous	96.72%	8,319.09	99.65%	6,905.12
Total	100%	8,601.33	100%	6,929.54

Note 38 - Contingent Liabilities

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Disputed Liabilities not provided for		
Central Excise	14.27	14.27
Income Tax	-	181.35
Corporate Gurantee	2,225.00	2,225.00

Letter of Credit outstanding with Saraswat Co-Operative Bank Ltd. at the end of the year for ₹ 122.73 Lakhs (Previous year ₹ 149.58 Lakhs) and Bank Gurantee of ₹ 198.93 Lakhs (Previous Year Rs. "₹ 77.35 Lakhs").

Note 39 - Derivative instrument

Foreign currency exposures of the Group are not hedged by derivative instrument.

(₹ in Lakhs)

	March 31, 2018		March 31, 2017	
	\$		\$	
Payments for Import Purchases made during the year	4.41	283.12	0.33	20.19
Advance for Import Purchase			0.46	29.69

Note 40 - Sundry Debtors, Sundry Creditors, loans & advances and outstanding balance are subject to confirmation and reconciliation.

Note 41 - Previous Year Figures has been recast/restated.

Notes to the Consolidated Financial Statement for the year ended March 31, 2018

Note No. 42 - First Time IND AS Adoption Reconciliation

1. Effect of Ind AS adoption on the standalone balance sheet as at March 31, 2017 and April 01, 2016

	As at March 31, 2017			As at April 01, 2016		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
(₹ in Lakhs)						
ASSETS						
Non - Current assets						
Property ,Plant and equipment	3,312.49	-	3,312.49	3,349.97	-	3,349.97
Capital Work in Progress	1,367.44	-	1,367.44	282.55	-	282.55
Goodwill	47.40	-	47.40	1.22	-	1.22
Other Intangible Assets	1.08	-	1.08	3.38	-	3.38
Financial assets						
Investments	5.25	-	5.25	5.25	-	5.25
Loans	91.47	-	91.47	89.64	-	89.64
Other Non Current Assets	-	-	-	2.70	-	2.70
Total Non-Current Assets	4,825.13	-	4,825.13	3,734.71	-	3,734.71
Current Assets						
Inventories	3,071.68	-	3,071.68	2,453.74	-	2,453.74
Financial assets						
Trade receivables	2,892.65	-	2,892.65	2,139.57	-	2,139.57
Cash and Cash Equivalents	2,740.90	-	2,740.90	2,736.24	-	2,736.24
Loans	984.35	-	984.35	743.90	-	743.90
Other Current Assets	127.60	-	127.60	30.28	-	30.28
Total Current Assets	9,817.18	-	9,817.18	8,103.72	-	8,103.72
Total Assets	14,642.31	-	14,642.31	11,838.43	-	11,838.43
EQUITY AND LIABILITIES						
Equity						
Equity Share capital	539.03	-	539.03	538.84	-	538.84
Other Equity	2,674.94	-	2,674.94	1,991.11	-	1,991.11
Total Equity	3,213.97	-	3,213.97	2,529.95	-	2,529.95
Non-Controlling Interest	-	-	-	45.04	-	45.04
Non - Current liabilities						
Financial Liabilities						
Borrowings	4,781.25	-	4,781.25	4,134.87	-	4,134.87
Deferred Tax Liabilities (Net)	131.45	-	131.45	157.74	-	157.74
Provisions	47.87	-	47.87	34.98	-	34.98
Total Non-Current Liabilities	4,960.57	-	4,960.57	4,327.59	-	4,327.59
Current liabilities						
Financial liabilities						
Borrowings	3,720.71	-	3,720.71	1,999.56	-	1,999.56
Trade Payables	1,632.79	-	1,632.79	1,633.72	-	1,633.72
Others	538.48	-	538.48	812.39	-	812.39
Provisions	575.78	-	575.78	490.18	-	490.18
Total Current Liabilities	6,467.76	-	6,467.76	4,935.85	-	4,935.85
Total Liabilities	11,428.34	-	11,428.34	9,263.44	-	9,263.44
Total Equity & Liabilities	14,642.31	-	14,642.31	11,838.43	-	11,838.43

Notes to the Consolidated Financial Statement for the year ended March 31, 2018

2. Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP

Nature of Adjustments	Notes	(` in Lakhs)		
		Net Profit	Other Equity	
		Year Ended March 31, 2017	As at March 31, 2017	As at April 01, 2016
Net Profit/Other Equity's as per Previous Indian GAAP		723.90	2,674.94	1,991.11
Fair Valuation as deemed cost for Property, Plant & Equipment		-	-	-
Fair Valuation for Financial Assets		-	-	-
Deferred Tax		-	-	-
Total		-	-	-
Net Profit before OCI/Other Equity as per Ind AS		723.90	2,674.94	1,991.11

3. Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2017

	Year ended March 31, 2017		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS
Income			
Revenue from operations	9,745.42	634.01	10,379.43
Other Income	193.89	-	193.89
Total Revenue	9,939.31	634.01	10,573.32
Expenses			
Cost of Material Consumed	6,872.40	-	6,872.40
Purchase of traded goods	615.31	-	615.31
Changes in Inventories of FG	(1,111.30)	-	(1,111.30)
Excise duty	-	634.01	634.01
Employee Benefits Expense	921.04	-	921.04
Finance Costs	331.16	-	331.16
Depreciation / Amortisation	254.33	-	254.33
Other Expenses	887.93	-	887.93
Total Expenses	8,770.86	634.01	9,404.87
Profit Before Tax	1,168.45	-	1,168.45
Tax expenses			
Current tax	(422.37)	-	(422.37)
Deferred tax	26.29	-	26.29
Total tax expenses	(396.08)	-	(396.08)
Profit for the year	772.37	-	772.37

As per our report of even date
For Amarnath Sharma & Co.
Chartered Accountants
Firm registration number: 100300W

Amarnath Sharma
Proprietor
Membership no. 039579
Place : Mumbai
Date : May 24, 2018

For and on behalf of the Board of
ORIENTAL VENEER PRODUCTS LTD.

} Saleh N. Mithiborwala
Whole Time Director/CFO
DIN: 00171171

} Karim N. Mithiborwala
Managing Director
DIN: 00171326

} Priya V Bhagat
Company Secretary
M.N: A46398

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; **E-mail:** compliance.ovpl@gmail.com

NOTICE

27TH 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 27th 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 27th 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 27th 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 27th 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 27th 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 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
- 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 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:

	For Members holding shares in Demat Form and Physical Form
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	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.
OR	
Date of Birth (DOB)	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).

- 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

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.
- 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.
- 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.

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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

xxiv) Notice of the Annual General Meeting is also displayed at www.ovpl.co.in or at 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:

Name of Related party	Name of the Director(s) or key managerial personnel (KMP) 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	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

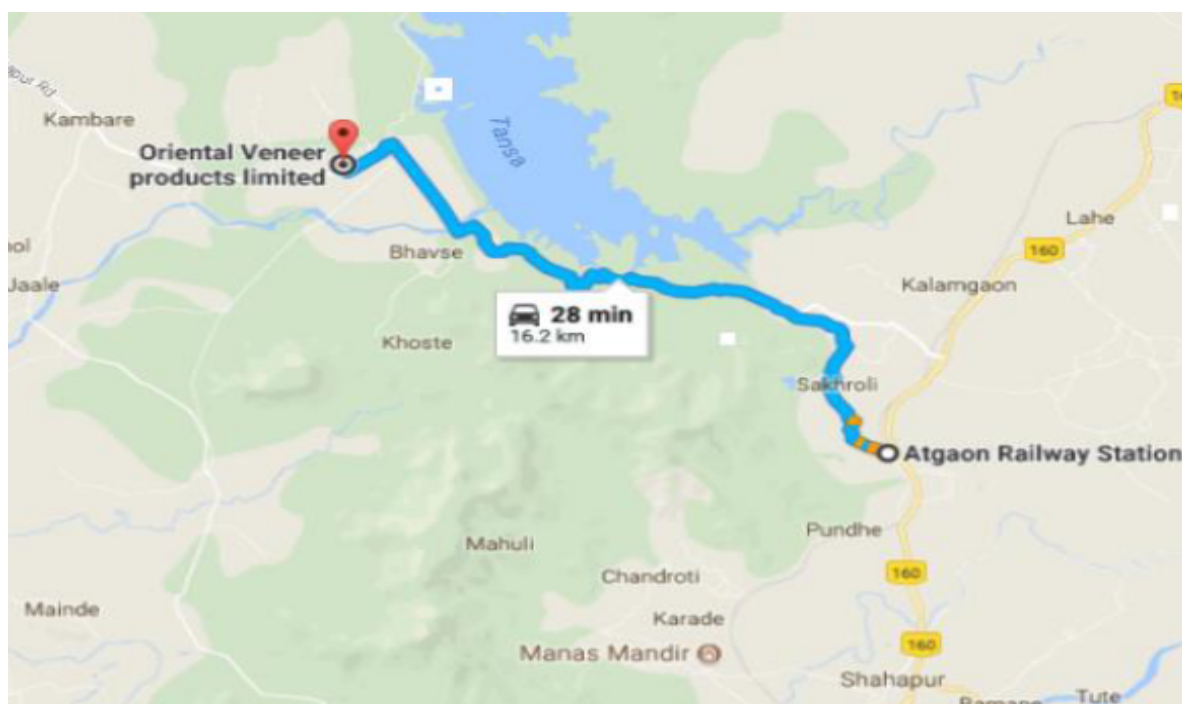
1. Appointment of Mr. Vali Najmuddin Mithiborwala:

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

ROUTE MAP TO THE 27TH 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

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

E-mail: compliance.ovpl@gmail.com

ATTENDANCE SLIP

27th Annual General Meeting on Thursday, August 23, 2018 at 12.30 p.m.

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

I/We hereby record my/our presence at the 27th 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.

Name of the Member / Proxy

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**E-mail:** 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) ofshares 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 27thAnnual 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
	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 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.
	Special Business
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/-

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.

BOOK-POST

If undelivered, please return to:

ORIENTAL VENEER PRODUCTS LIMITED

Village Aghai, Via Kalyan Railway Station, Thane - 421 301