

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

26TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Oriental Veneer Products Limited will be held on Wednesday, 27th September, 2017 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 including Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.
3. To declare a Final Dividend of Rs. 2/- per Equity Share of face value of Rs. 10/- each for the financial year 2016-17.
4. To appoint a Director in place of Mr. Karim N. Mithiborwala (DIN: 00171326) who retires by rotation and being

eligible, offers himself for re-appointment.

5. To appoint Statutory Auditors of the Company and fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) thereof for the time being in force), M/s. Amar Nath Sharma & Co., Chartered Accountants (Firm Registration No. 100300W), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring joint auditors M/s. Anil Bansal & Associates, Chartered Accountants (Firm Registration No. 100421W) and M/. NBS & Co., Chartered Accountants (Firm Registration No. 110100W) for a term of five years to hold office from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting, subject to ratification by the members at every Annual General Meeting at such remuneration plus applicable taxes and out of pocket expenses as may be decided by the Board of Directors of the Company based on the recommendation of Audit Committee."

SPECIAL BUSINESS :

6. Appointment of Mr. Vali Najmuddin Mithiborwala as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Vali Najmuddin Mithiborwala (DIN: 00171255) who was appointed as an Additional Director of the Company w.e.f. 18th August, 2017 and who holds office upto the date of this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Mr. Vali Najmuddin Mithiborwala as the Executive Director of the Company

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

“RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vali Najmuddin Mithiborwala (DIN: 00171255) as a Whole-Time Director designated as “Executive Director” of the Company for a period of 5 years w.e.f. 18th August, 2017 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

(A) Salary and Perquisites

Basic Salary: Nil.

Perquisites and Allowances

Category I

1. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
2. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
3. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
4. Travelling Expenses – As per the policy of the Company for Directors of the Company.

5. Medical / Health Insurance - As per the Medical Insurance policy, if any of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
6. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy, if any taken for Mr. Vali Najmuddin Mithiborwala, Executive Director shall be borne by the Company.
7. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Executive Director of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Vali Najmuddin Mithiborwala during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Vali Najmuddin Mithiborwala, Executive Director, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Vali Najmuddin Mithiborwala, Executive Director shall be liable to retire by rotation;

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

8. Re-Appointment of Mr. Saleh Najmuddin Mithiborwala as Executive Chairman and Chief Financial Officer of the Company

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

“RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Saleh Najmuddin Mithiborwala (DIN: 00171171) as a Whole-Time Director of the Company designated as “Executive Chairman and Chief Financial Officer” for a period of 5 years from 1st January, 2018 to 31st December, 2022 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

(A) Salary and Perquisites

Basic Salary: Nil.

Perquisites and Allowances-

Category I

1. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
2. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.

3. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
4. Travelling Expenses – As per the policy of the Company for Directors of the Company.
5. Medical / Health Insurance - As per the Medical Insurance policy, if any of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
6. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy, if any taken for Mr. Saleh Najmuddin Mithiborwala, Executive Chairman and Chief Financial Officer shall be borne by the Company.
7. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Executive Director of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month’s salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits as calculated under section 198 of the Act, subject to, the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Saleh Najmuddin Mithiborwala during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Saleh Najmuddin Mithiborwala, Executive Chairman and Chief Financial Officer, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Saleh Najmuddin Mithiborwala, Executive

Chairman and Chief Financial Officer shall be not be liable to retire by rotation;

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

9. Re-Appointment of Mr. Karim Nooruddin Mithiborwala as the Managing Director of the Company

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

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Karim Nooruddin Mithiborwala (DIN: 00171326) as the Managing Director of the Company for a period of 5 years w.e.f. 1st January, 2018 on the remuneration and other terms and conditions as set out below, for a period of 5 years from 1st January, 2018 to 31st December, 2022:

(A) Salary and Perquisites

Basic Salary: Nil.

Perquisites and Allowances-

Category I

1. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.

2. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
3. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
4. Travelling Expenses – As per the policy of the Company for Directors of the Company.
5. Medical / Health Insurance - As per the Medical Insurance policy, if any of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
6. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy, if any taken for Mr. Karim Nooruddin Mithiborwala, Managing Director shall be borne by the Company.
7. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Managing Director of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included

for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits as calculated under section 198 of the Act, subject to, the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

Overall Remuneration:

The aggregate of salary, allowances and perquisites in a financial year shall not exceed the limits prescribed under Section 197, Schedule V and other relevant provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Karim Nooruddin Mithiborwala during a period of 5 years w.e.f. 1st January, 2018 be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Karim Nooruddin Mithiborwala, Managing Director, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Karim Nooruddin Mithiborwala, Managing Director shall be liable to retire by rotation;

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

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

Priya Bhagat
Company Secretary

Date: August 18, 2017

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 9 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 Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (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 Wednesday, 20th September, 2017.

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 2016-17 along with the Notice of the 26th 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 2016-17 along with the Notice of the 26th 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 26th AGM is given at the end of Notice.

E-voting:

Pursuant of 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 26th 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 26th 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. Wednesday, 20th September, 2017.
 - 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 **Sunday, 24th September, 2017 at 10.00 a.m.** (IST) and ends on **Tuesday, 26th September, 2017 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. Wednesday, 20th September, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Tuesday, 26th September, 2017.
 - 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- xii) Click on the EVSN for **Oriental Veneer Products Limited** on which you choose to vote.
- 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.
- 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 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 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx) 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.

xxi) 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. Wednesday, 20th September, 2017 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.

xxii) 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.

xxiii) 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. (xxi) 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

Though not mandatory, this statement is provided for reference.

M/s. Anil Bansal & Associates (Firm Registration No. 100421W) and M/s. NBS & Co., Chartered Accountants (Firm Registration No. 110100W) were appointed as the Joint Statutory Auditors of the Company from the conclusion of the 23rd Annual General Meeting ("AGM") held on 30th December, 2014 till the conclusion of the 26th AGM. In terms of the said appointment, M/s. Anil Bansal & Associates and M/s. NBS & Co., Chartered Accountants retire as Statutory Auditors of the Company at the conclusion of this Annual General Meeting.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act"), no listed Company can appoint or re-appoint an individual as auditor for more than one term of five consecutive years and an audit firm as auditor for more than two terms of five consecutive years. A transition period of three years from the date of commencement of the Act was given to comply with the requirement.

In view of the above provisions and pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 18th August, 2017 proposed the appointment of M/s. Amar Nath Sharma & Co., Chartered Accountants (Firm Registration No. 100300W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this 26th AGM till the conclusion of the 31st AGM of the Company, subject to ratification by the members at every AGM.

M/s. Amar Nath Sharma & Co., Chartered Accountants, have consented to their appointment as the Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

The Board recommends the resolution set forth in Item No. 5 of the notice for approval of the members of the Company.

ITEM NO. 6 & 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 18th August, 2017 appointed Mr. Vali Najmuddin Mithiborwala as an Additional Director of the Company w.e.f. 18th August, 2017 to hold office till the date of the next Annual General Meeting. Further, the Board of Directors of the Company also approved his appointment as the Executive Director of the Company for a period of 5 years with effect from 18th August, 2017 subject to approval of the shareholders of the Company on the terms and conditions including remuneration as set out in Item No. 7 of the Notice.

The Company has received a notice from a shareholder signifying the intention to propose Mr. Vali Najmuddin Mithiborwala as a candidate for the office of Director of the Company along with the deposit of requisite amount as stipulated under the provisions of Section 160 of the Companies Act, 2013.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable

provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the appointment and remuneration of Whole-Time Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Vali Najmuddin Mithiborwala is provided in Annexure to the Notice.

The Board of Directors recommends the resolutions at Item No. 6 & 7 of the Notice for the approval of members of the Company by way of Ordinary Resolution and Special Resolution respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vali Najmuddin Mithiborwala, Mr. Saleh Najmuddin Mithiborwala and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 8

At the Annual General Meeting of the Company held on 30th December, 2014, the tenure of Mr. Saleh Najmuddin Mithiborwala was fixed from 1st January, 2015 to 31st December, 2017.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 18th August, 2017 re-appointed Mr. Saleh Najmuddin Mithiborwala as an Executive Chairman and Chief Financial Officer for a further period of 5 years w.e.f. 1st January, 2018 on the terms and conditions including remuneration as stated in Item No. 8 of the Notice, subject to the approval of members of the Company.

Pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies

Act, the re-appointment and revision in remuneration of Whole-time Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Saleh Najmuddin Mithiborwala is provided in Annexure to the Notice.

The Board of Directors therefore recommends the resolution as set out in Item No. 8 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Saleh Najmuddin Mithiborwala, Mr. Karim Nooruddin Mithiborwala and Mr. Vali Najmuddin Mithiborwala are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 9

At the Annual General Meeting of the Company held on 30th December, 2014, the tenure of Mr. Karim Nooruddin Mithiborwala was fixed from 1st January, 2015 to 31st December, 2017.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 18th August, 2017 re-appointed Mr. Karim Nooruddin Mithiborwala as an Managing Director for a further period of 5 years w.e.f. 1st January, 2018 on the terms and conditions including remuneration as stated in Item No. 9 of the Notice, subject to the approval of members of the Company.

Pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies

Act, the re-appointment and revision in remuneration of Managing Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Karim Nooruddin Mithiborwala is provided in Annexure to the Notice.

The Board of Directors therefore recommends the resolution as set out in Item No. 9 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Karim Nooruddin Mithiborwala and Mr. Saleh Najmuddin Mithiborwala are concerned or interested, financially or otherwise, in the said resolution.

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

Priya Bhagat
Company Secretary

Date: August 18, 2017
Place: Mumbai