



ORIENTAL VENEER PRODUCTS LTD.



7th Annual Report 1997 - 98

: REGISTERED OFFICE :

**At Post : Aghai, Via Kalyan (R.S.)
Dist. Thane - 421 301**





ORIENTAL VENEER PRODUCTS LIMITED

BOARD OF DIRECTORS

MR. VALI N. MITHIBORWALA	-	Managing Director
MR. SALEH N. MITHIBORWALA	-	Director
MR. MUSTAFA S. PARDAWALA	-	Director
MR. AFZAL PATEL	-	Director
MR. SHYAM D. MAHALE	-	Director-Sicom Nominee

REGISTERED OFFICE & WORKS

At Post : Aghai, Via Kalyan Rly. Stn., Dist. Thane, Pin - 421 301.

BANKERS

STATE BANK OF INDIA

(D.N. Road Branch)

D. N. Road, Fort, Mumbai - 400 001.

AUDITORS

MS/. ANIL BANSAL & ASSOCIATES

Chartered Accountants

306, Kedia Chambers, S.V.Road, Malad (W),
Mumbai - 400 064



MS/. N. B. SHETTY & COMPANY

Chartered Accountants

Western India house, 14/2, P.M.Road, Fort,
Mumbai - 400 001.

NOTE

Members are requested to bring their copy of the **ANNUAL REPORT** alongwith them at the **ANNUAL GENERAL MEETING** as no separate copies will be distributed.



ORIENTAL VENEER PRODUCTS LIMITED**NOTICE**

Notice is hereby given that the 7th Annual General Meeting of the Members of **ORIENTAL VENEER PRODUCTS LIMITED** will be held at the Registered Office of the Company at Post : Aghal Via Kalyan (Rly. Stn) District : Thane : 421 301 on Friday, September 25, 1998 at 3.00 p.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at March 31, 1998 and the Profit & Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Saleh N. Mithiborwala who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Joint Auditors and to fix their remuneration.

By the order of the Board,

Place : Mumbai **VALI N. MITHIBORWALA**
Date : 29 June, 1998 Chairman & Managing Director

REGISTERED OFFICE :

Post : Aghal, Via Kalyan (Rly. Stn.)
District : Thane - 421 301

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the meeting.
The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 1998 to September 25, 1998, both days inclusive.
2. Members are requested to promptly notify any changes in their addresses to the Company at its Corporate Office.
3. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all-days except Saturday, Sunday & public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
4. For convenience of Members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as proxy.
5. IF THE MEMBERS HAVE ANY QUERIES ON THE AUDITED ACCOUNTS, DIRECTORS' REPORT & AUDITORS' REPORT, THE SAME SHOULD BE FORWARDED TO THE COMPANY IN WRITING AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE MEETING SO THAT THE

SAME CAN BE REPLIED AT THE TIME OF ANNUAL GENERAL MEETING TO THE MEMBERS SATISFACTION.

6. Members are requested to bring their copies of the reports to Annual General Meeting.
7. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios alongwith share certificates to the Company.
8. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Corporate Office of the Company at :

ORIENTAL VENEER PRODUCTS LTD.

24-A, Mohamedi Lakda Bazar No. 1,
Maulana Shaikat Ali Road,
Mumbai - 400 008.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Seventh Annual Report together with the Audited Statements of Accounts of the Company for the year ended March 31, 1998.

FINANCIAL HIGHLIGHTS :

	31st March 1998	31st March 1997
Gross Profit	129.59	94.94
Less : Depreciation	27.64	23.54
Net Profit before Tax	101.95	71.40
Less : Provision for Tax	11.26	09.21
Profit after Tax	90.69	62.19
Transfer to General Reserve	60.00	50.00
Balance Profit Transferred to Balance Sheet	30.69	12.19

DIVIDENDS :

Your Directors regret their inability to recommend any dividend for the year ended March 31, 1998 in view of non-availability of sufficient distributable profits.

OPERATIONS & FUTURE PROSPECTS :

The Actual Sales of the Company exceeded the Projected Sales figures during the Financial Year 1997-98 and the proportion of turnover has also increased in the manufacturing of Compreg Board and your Company is optimistic to improve the performance further in the current year.

The modernisation of Plant has increased the production efficiency which has further resulted as increase in turnover. The quality and services of the Company's products have been able to establish a good reputation and image in the market.

The specialised Grade of Compreg Board for Electric Industries has received good response from the market and even in the continuous sluggish growth in the Electric Industries the market share and sales of such specialised Grade of Compreg Board have increased.

The developing of Compreg Board for foundry Industries is under process and would be a major

factor for further increasing the turnover of the Company in the current year.

The Company proposes to further improve its product range of Compreg Board by developing Compreg for Chemical and Engineering Industries.

The proposed diversification into the field of Paper and Paper Product is being actively studied and encouraging Foray into this field is likely to be in the current year.

DIRECTORS :

Mr. Saleh N. Mithiborwala retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

FIXED DEPOSITS :

The Company has not accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules 1975.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :

The Information required under Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to the Conservation of Energy and Technology Absorption is given by way of Annexure, and information regarding Foreign Exchange earnings and outgo appears in Note No.... in Notes Forming Part of the Accounts for the year ended March 31, 1998 and forms part of this report.

AUDITORS :

M/s. Anil Bansa & Associates, Chartered Accountants, Mumbai, and M/s. N.B. Shetty & Co., Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment as the Joint Statutory Auditors of the Company.

PARTICULARS OF EMPLOYEES :

The Company has no employees of the categories specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

INFORMATION AS PER CLAUSE 43 OF THE LISTING AGREEMENT :**PROJECTIONS V/S. PERFORMANCE**

As per Prospectus dated April 12, 1996	Projections for the year 31/03/1998	Actuals for the year ended 31/03/1998
		Rs. in Lacs
Sales	1356.00	2097.30
Profit after Tax	142.00	91.00
Dividend	25%	NIL

NOTES :

The lower profits on higher turnover are primarily on account of a squeeze on margins, due to increase in cost of imported Raw material.

ACKNOWLEDGEMENTS :

The Board of Directors wishes to place on record