



Oriental Veneer Products Ltd.

CIN of the Company: L02005MH1991PLC060686

Corporate Office: 16, Mascarenhas Road, Mazgaon, Mumbai – 400 010.

Tel : +91 22 6138 9400 . Fax: 6138 9401 . Email: compliance.ovpl@gmail.com . Website: www.ovpl.co.in

October 11, 2017

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code- 531859

Dear Sir,

Sub: Annual Report 2016-17

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Annual Report of Oriental Veneer Products Limited ("Company") for the financial year 2016-17 duly adopted by the members of the Company at the Annual General Meeting of the Company held on September 27, 2017.

This is for your information and record.

Thanking You.

Yours Truly,

For Oriental Veneer Products Limited


Priya Bhagat
Company Secretary



Encl: A/a.



Oriental Veneer Products Ltd.

26th
Annual Report
2016 - 2017

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Saleh Mithiborwala

Chairman & Chief Financial Officer

Mr. Karim Mithiborwala

Managing Director

Mr. Vali Mithiborwala

Executive Director (w.e.f. August 18,2017)

Independent Directors

Mr. Mustafa Pardawala

Mr. Suresh Mane

Mrs. Deepa Raut

Company Secretary

Ms. Priya Bhagat

Statutory Auditors

M/s. Anil Bansal & Associates

Chartered Accountants

1001, IJMIMA Complex, Link Road,
Malad (West), Mumbai-400064.

M/s. NBS & Co.

Chartered Accountants

14/2, Western India House,
P. M. Road, Fort, Mumbai-400001

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, Maharashtra, India.

Registered Office

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

Corporate Office

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

Plant Locations

Aghai (Via) Kalyan Railway Station,
Thane-421301, 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

Saraswat Bank Limited

The Shamrao Vithal Co-op Bank Limited

THE CHAIRMAN'S LETTER TO SHAREHOLDERS



Indian Economy

India is the fourth fastest growing economy in the world at 7.1%. The various initiatives and reforms of the Modi Government have built the platform for a quantum leap ahead. High impact national projects, coming to grips with structural issues, which were holding back the country's progress, innovative approaches in policy making – have collectively contributed in driving India on a high growth trajectory. Going forward the abiding sense is one of immense optimism and confidence in the future with the nation slated to grow at 7.5% to 8%.

If there is one subject that needs greater attention on the government's radar for the ensuing years, it is the revival of investment activity and creation of quality jobs in large measure. The Government is seized of these issues. The Government has taken many steps, including a sharp focus on improving ease of doing business, speeding of green clearances and stepping up public sector outlays for infrastructure.

Company's Performance

It gives me immense pleasure to present to you another record performance on the financial front during the year 2016-17. Our Company has achieved encouraging numbers during 2016-17. I am happy to share that your Company has outpaced with a revenue of ₹ 89 crores resulting in 6.7% growth during the year 2016-17.

Highest ever EBITDA and PAT have shown a remarkable growth of 63.14% and 86% respectively.

Earnings per Share of the Company has almost doubled to ₹ 14.32 amounting to increase of 86.43% compared to the previous year. This performance could not have been achieved without focus, Innovation in product development and marketing and Perseverance in operational efficiency.

The consolidated revenues enhanced to ₹ 99 Crores in 2016-17 compared to ₹ 83 Crores in previous year. Net profit for FY 2016-17 stood at ₹ 7 Crores and Earnings Per Share at ₹ 14.33. Also, the company acquired the entire equity share capital of M/s. Oriental Foundry Private Limited, making it a Wholly owned Subsidiary.

The Board has recommended final dividend @20% (i.e. ₹ 2 per equity share of face value of ₹ 10/- each) for the year 2016-17 subject to approval of members.

Looking Forward

The government has been investing heavily to upgrade railway infrastructure,

the Cumulative FDI Inflows in Railway Related Components from April 2000 to March 2017 stood at USD 798.55 million. Total infrastructure spending is expected to be about 10 per cent of Gross Domestic Product (GDP) during the 12th Five-Year Plan (2012–17), up from 7.6 per cent during the previous plan (2007–12).

In the Budget 2017–18, the total capital and development expenditure of Railways has been pegged at ₹ 1,31,000 crores. This includes ₹ 55,000 crores provided by the Government. The Company has consistently delivered strong financial performance over the last years while transforming its product portfolio. It has been successful in forging deep relationships with its customers i.e Indian Railways deriving majority of the company's revenues.

Going forward, we will continue to focus on cost efficiencies, quality control, market penetration and technology upgradation.

Acknowledgments

All these could not have been achieved without whole-hearted support of loyal partners, outstanding human capital and committed shareholders. I thank all customers, vendors, bankers and employees of the Company for their unstinted support. I take this opportunity to thank everyone who have contributed to deliver the stellar performance in the year 2016-17 and thank them for their belief.

Thank you for your support.

Yours,

Saleh Mithiborwala
Chairman & Chief Financial Officer.

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.